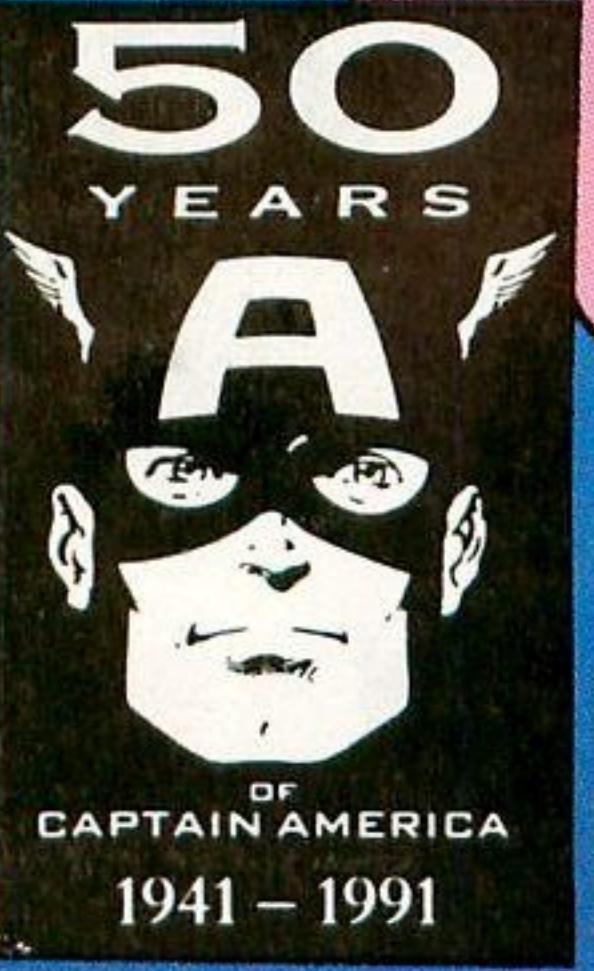
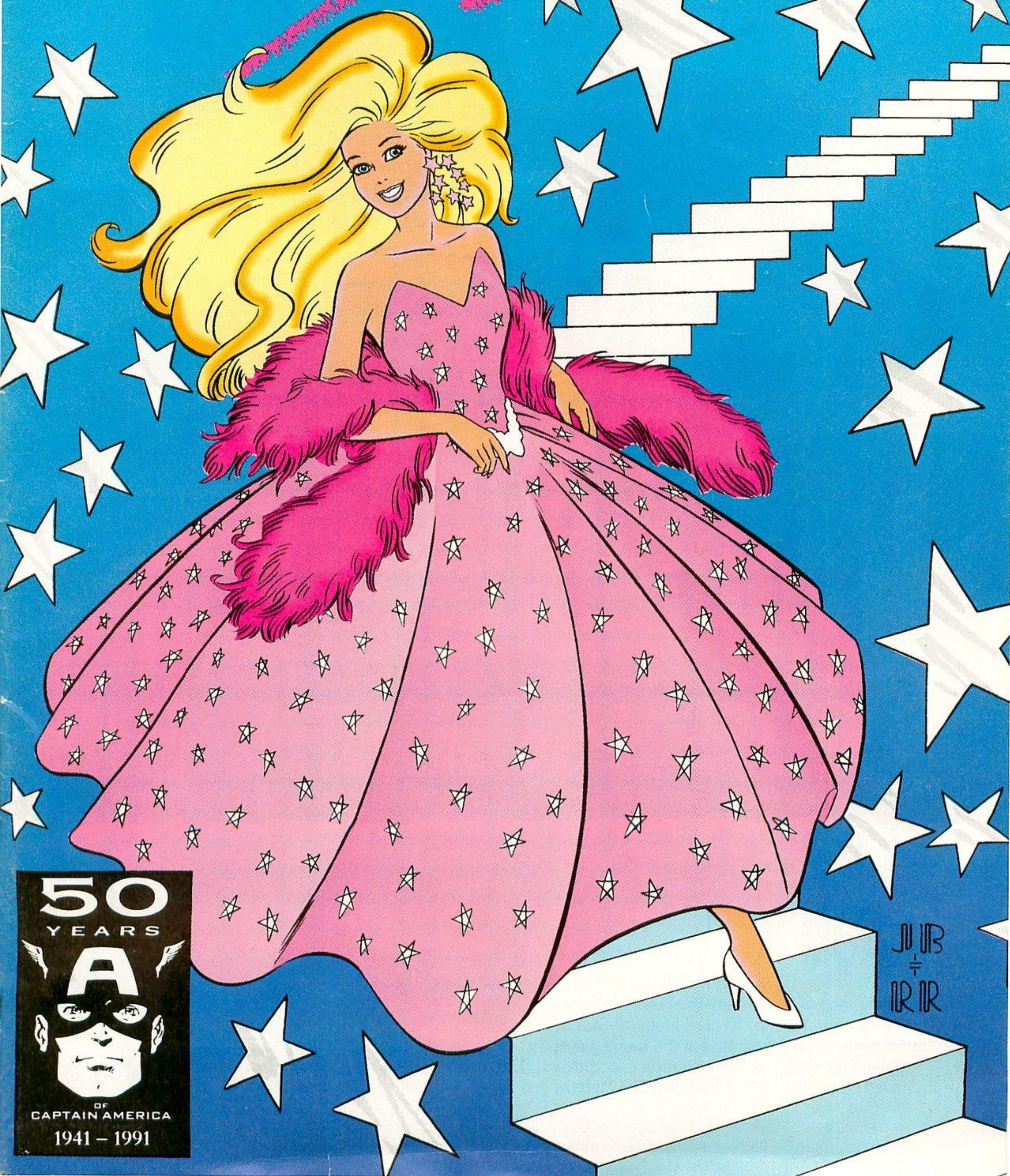


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\$1.00 US
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5
MAY
UK 60p

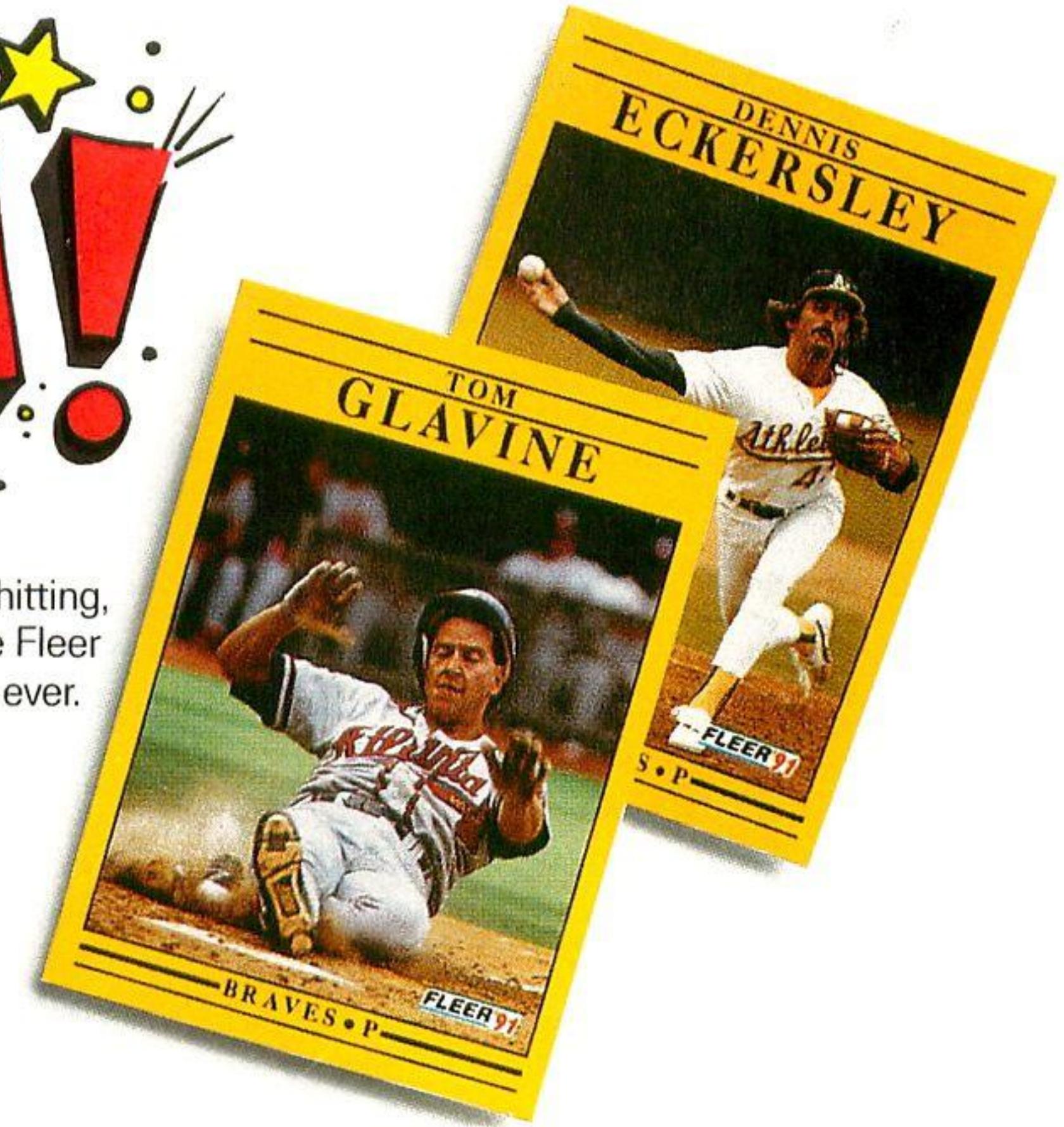
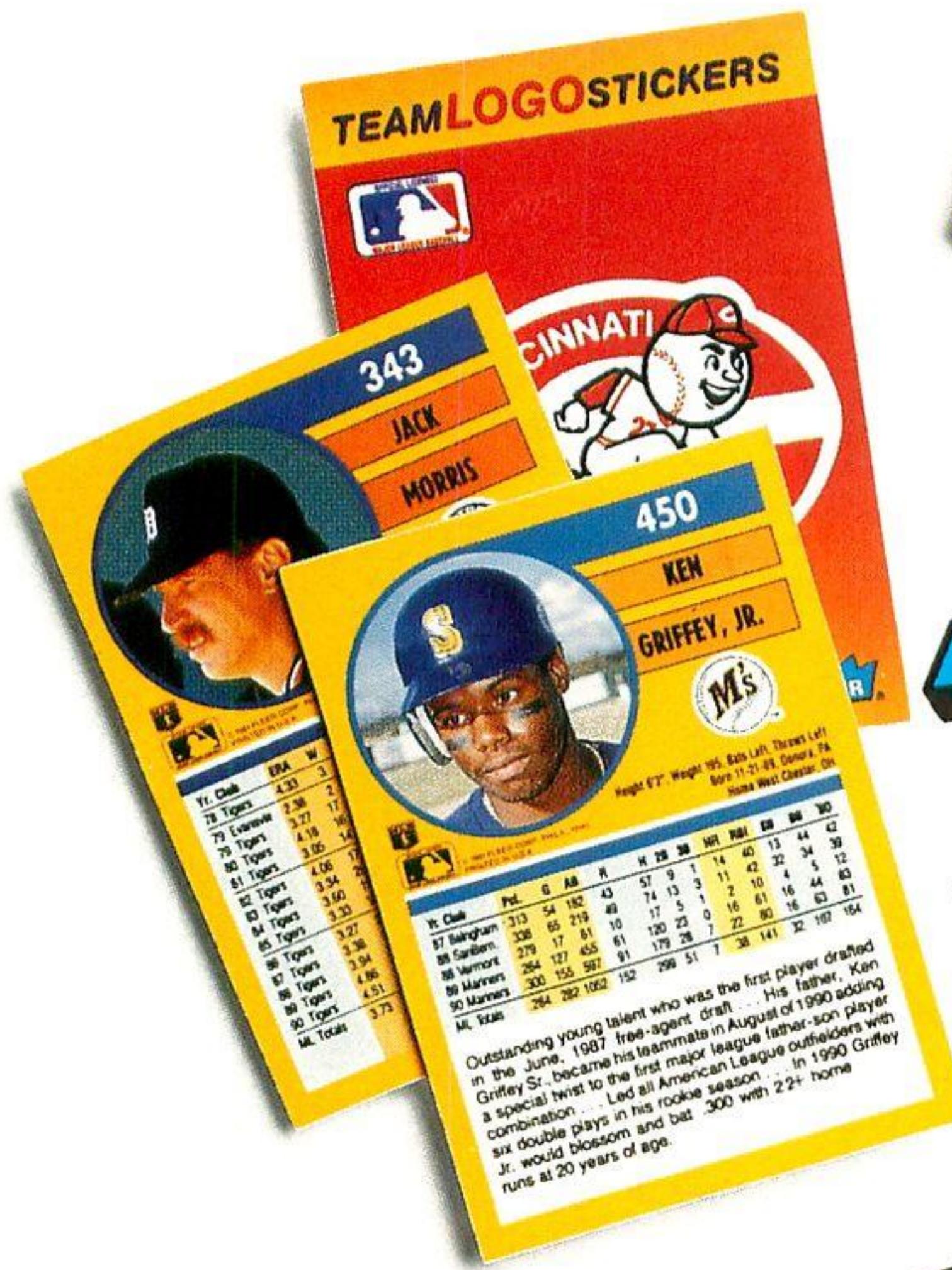
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BAM!

KABOOM! Hard-hitting, non-stop, action-packed photography. The Fleer '91 Series. The most radical cards ever.



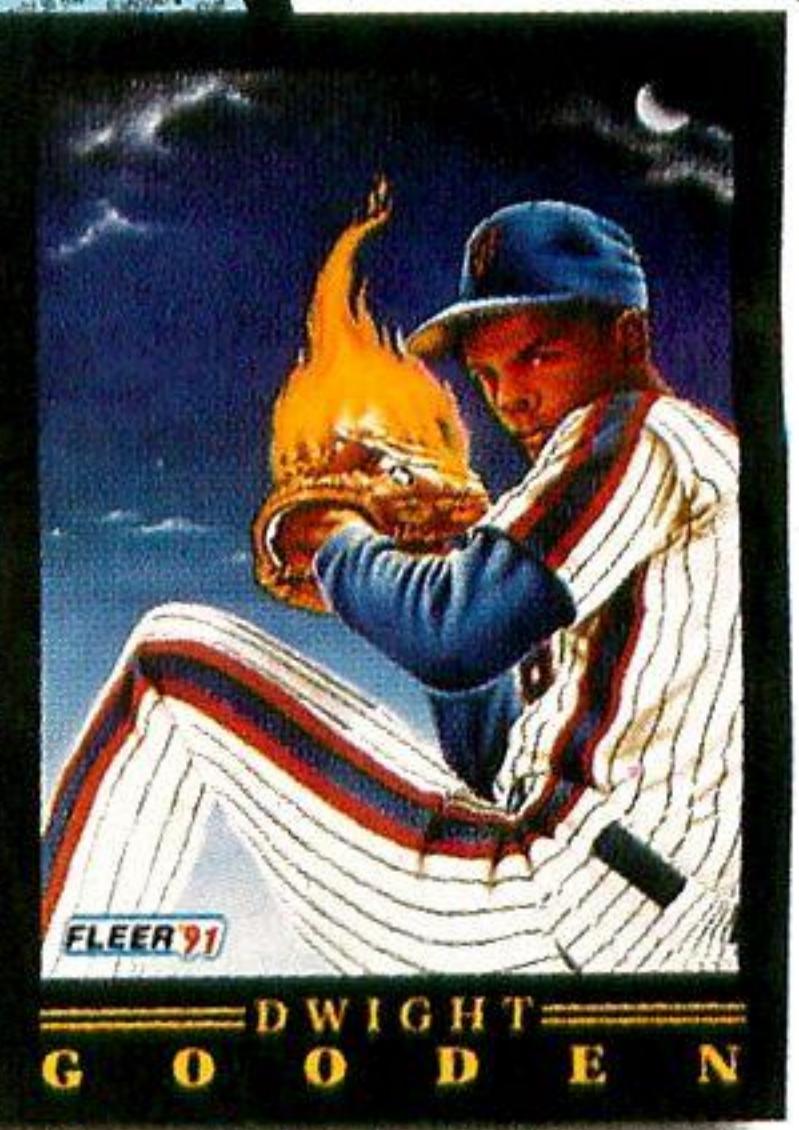
ZOOM!

Looking for close-ups of your favorite players? WHAM! BAM! They're on our new full-color backs. With major and minor league stats and your favorite team logo stickers in every pack. Awesome!

Fleer All-Star Series.
(Cello packs only)



Pro-Visions™ Series.
(Wax and rack packs only)



POW!

Dynamite subsets! Like the totally incredible 12-card Pro-Visions™ Series. And the history-making, 10-card Fleer All-Star Series, featuring three photos of the same player.

Collect the Fleer '91 Series (cards and stickers). The most improved player for 1991. FTOOOM! They'll blow you away!

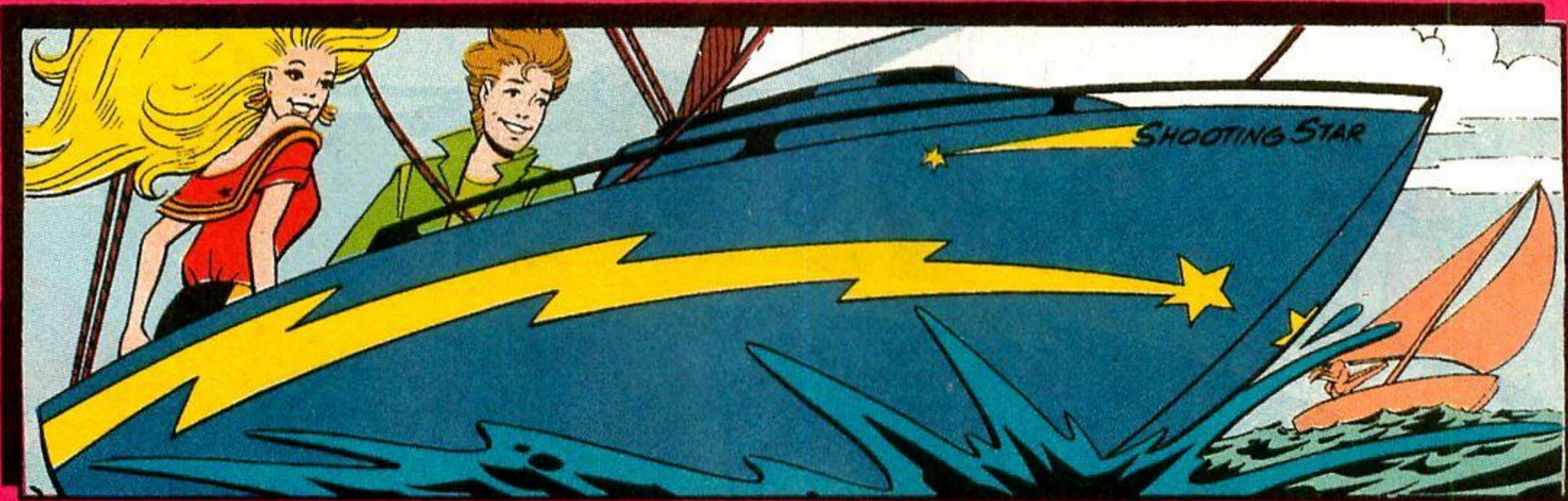
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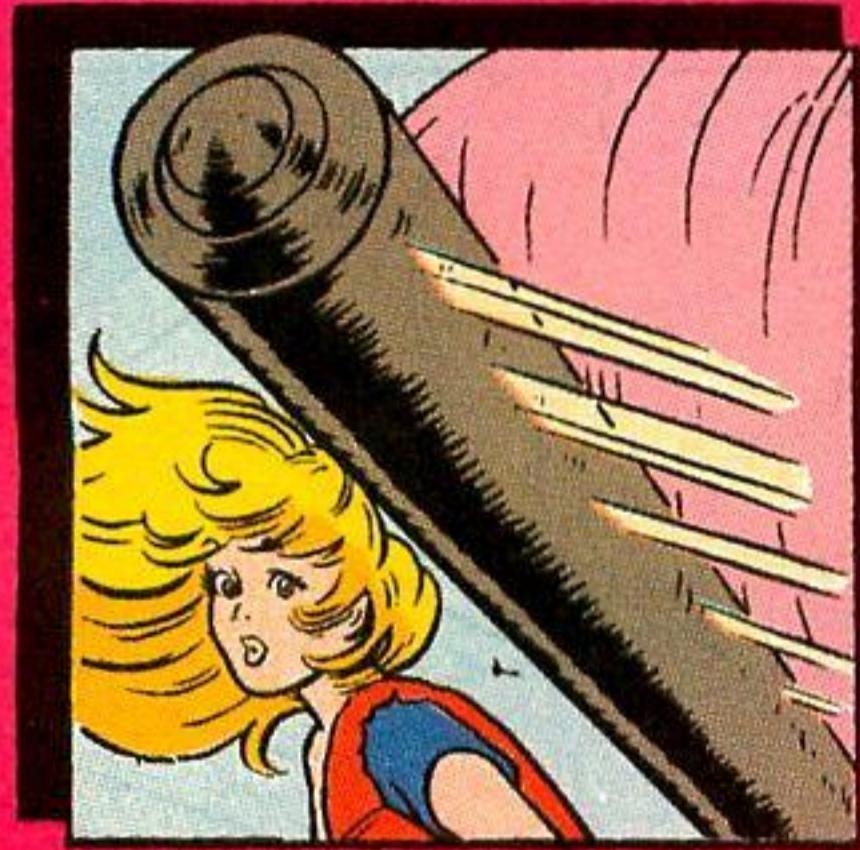
BarbieTM

THIS ISSUE



PLEASURE CRUISE — Barbie and Ken's day of sailing turns into a day at the races!

PLUS



SAFETY FIRST — Sailing is fun, when you know how!



PACKING LIGHTLY — Luggage can really bag you down!



SAVED BY THE NORTH STAR — Lost? Look up and learn!

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Barbie™ IN PLEASURE CRUISE

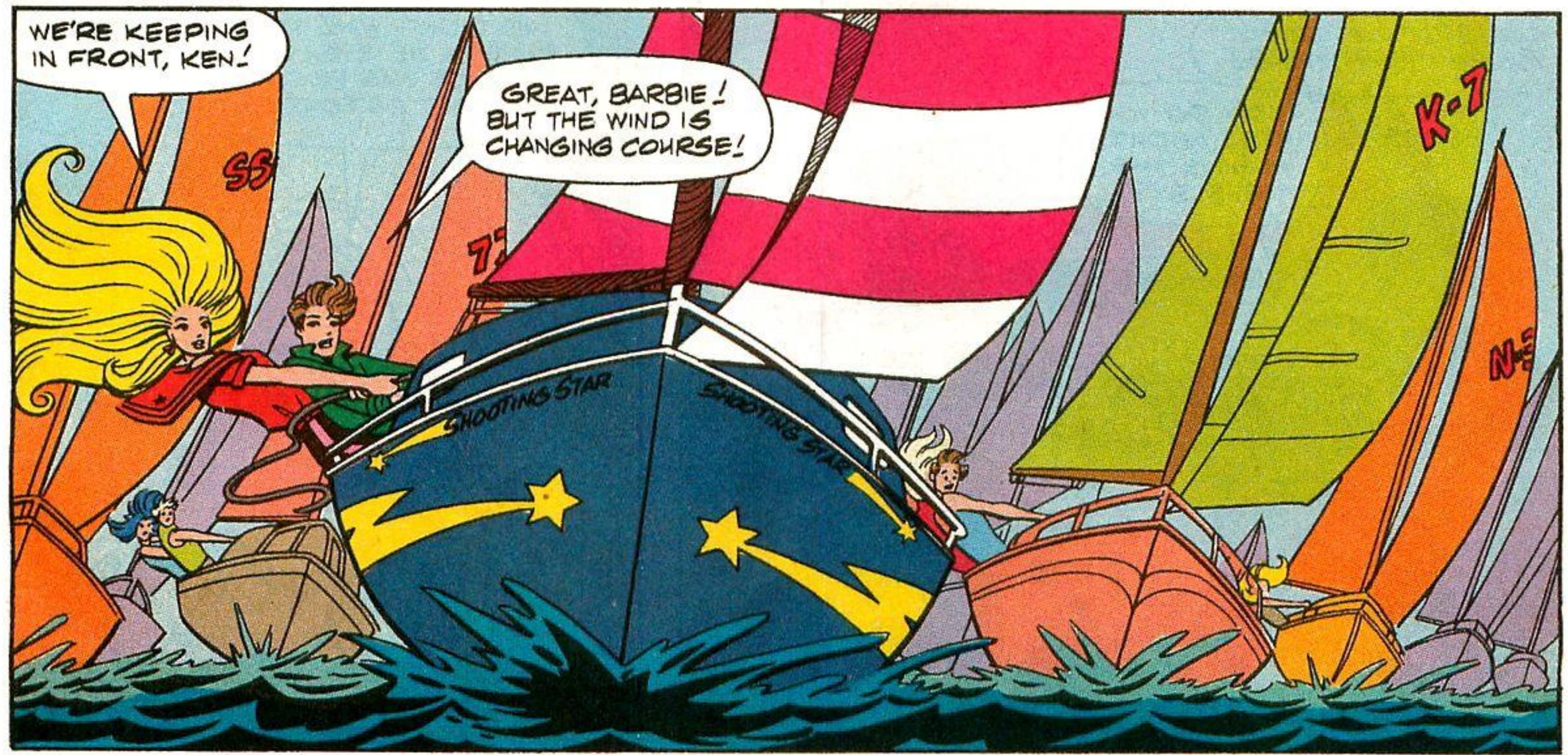
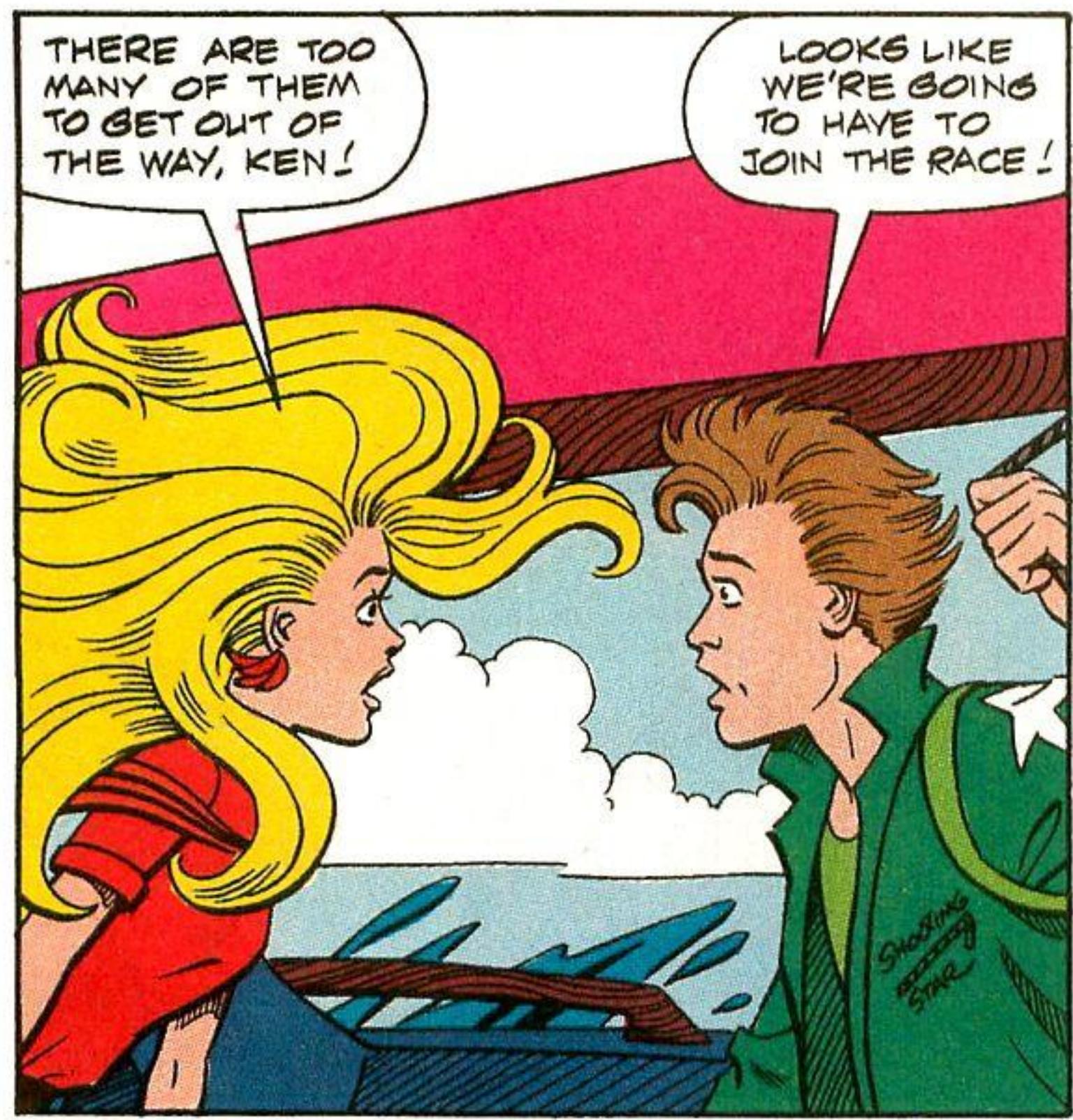
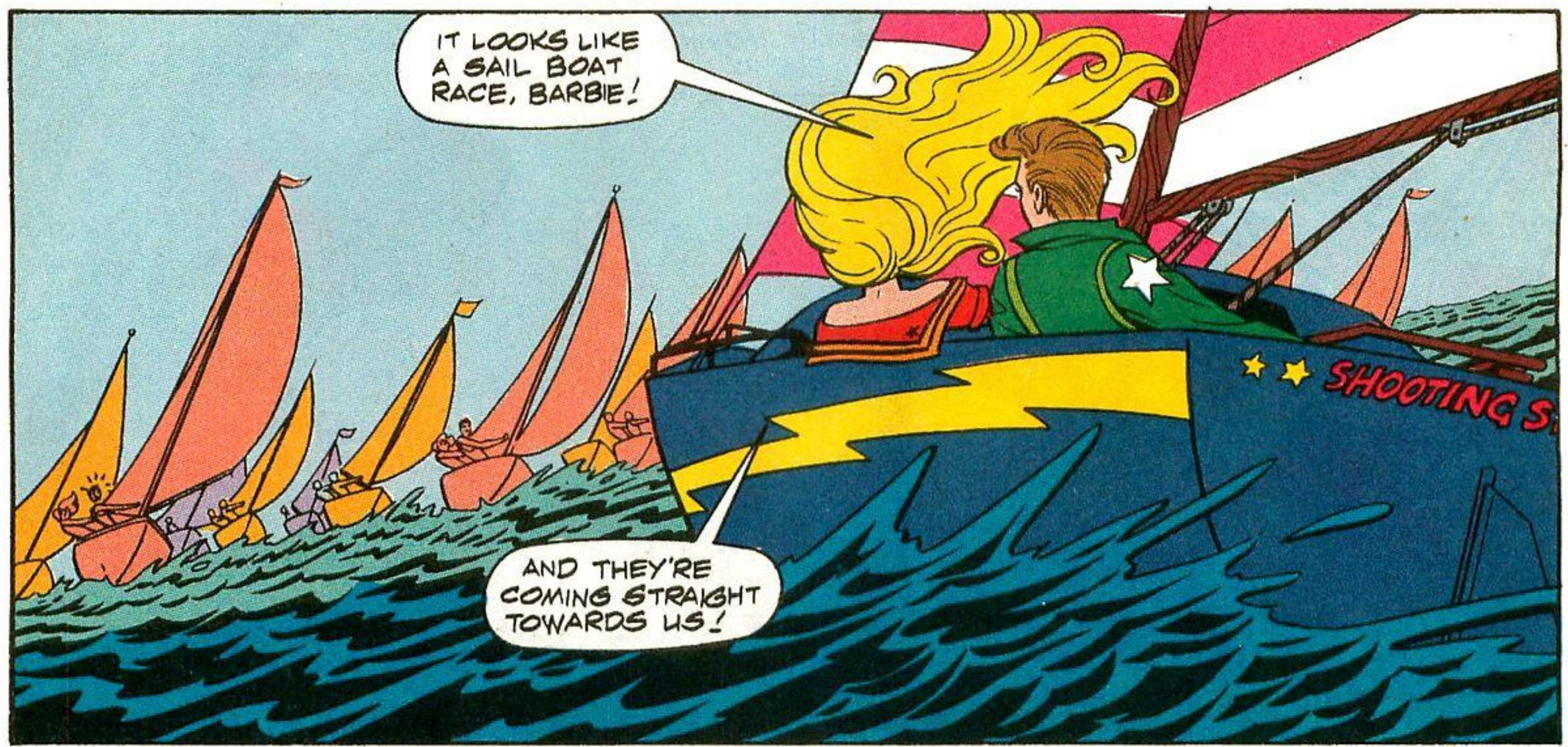
THIS PLEASURE CRUISE IS SO RELAXING, KEN.

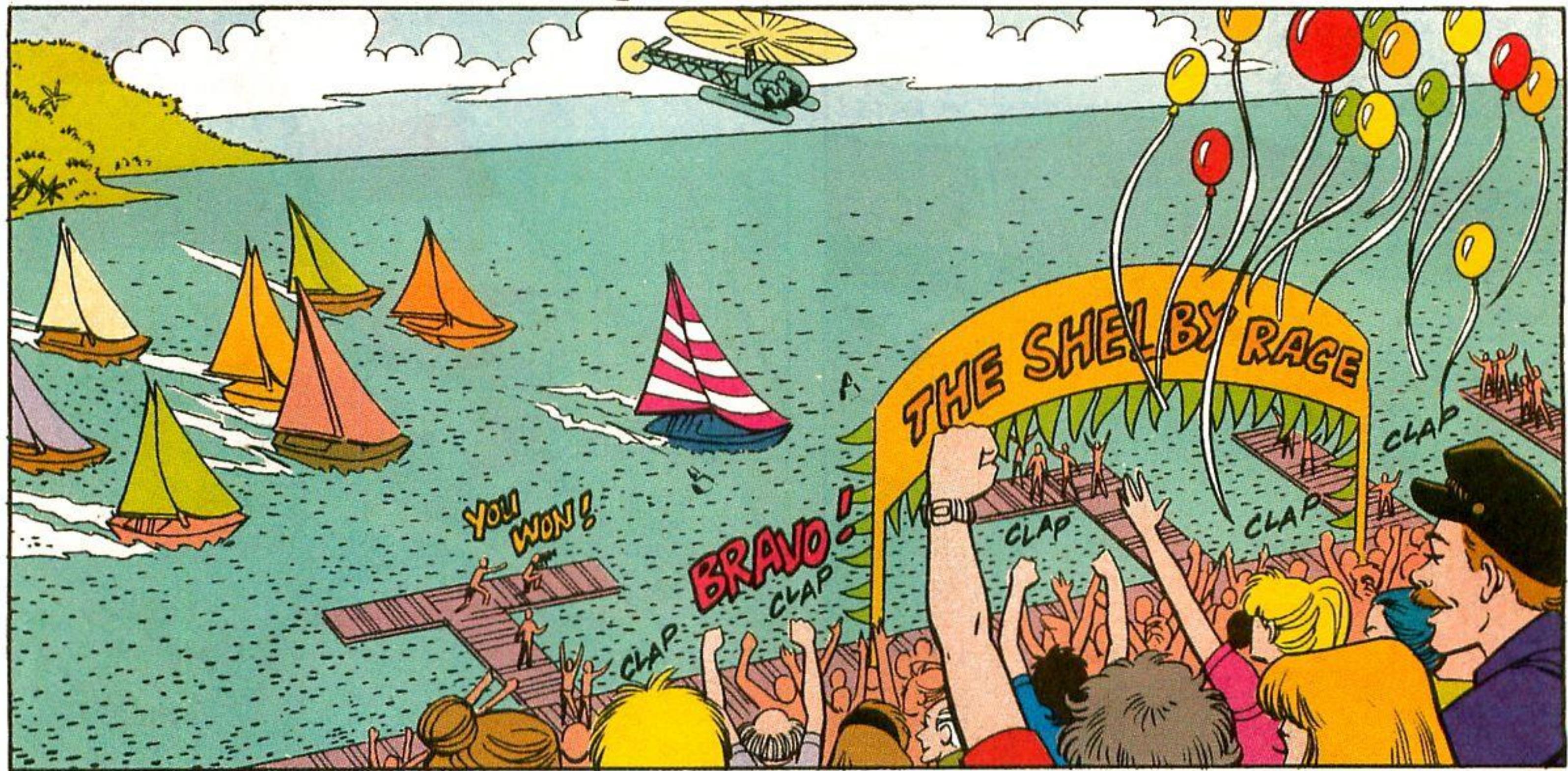
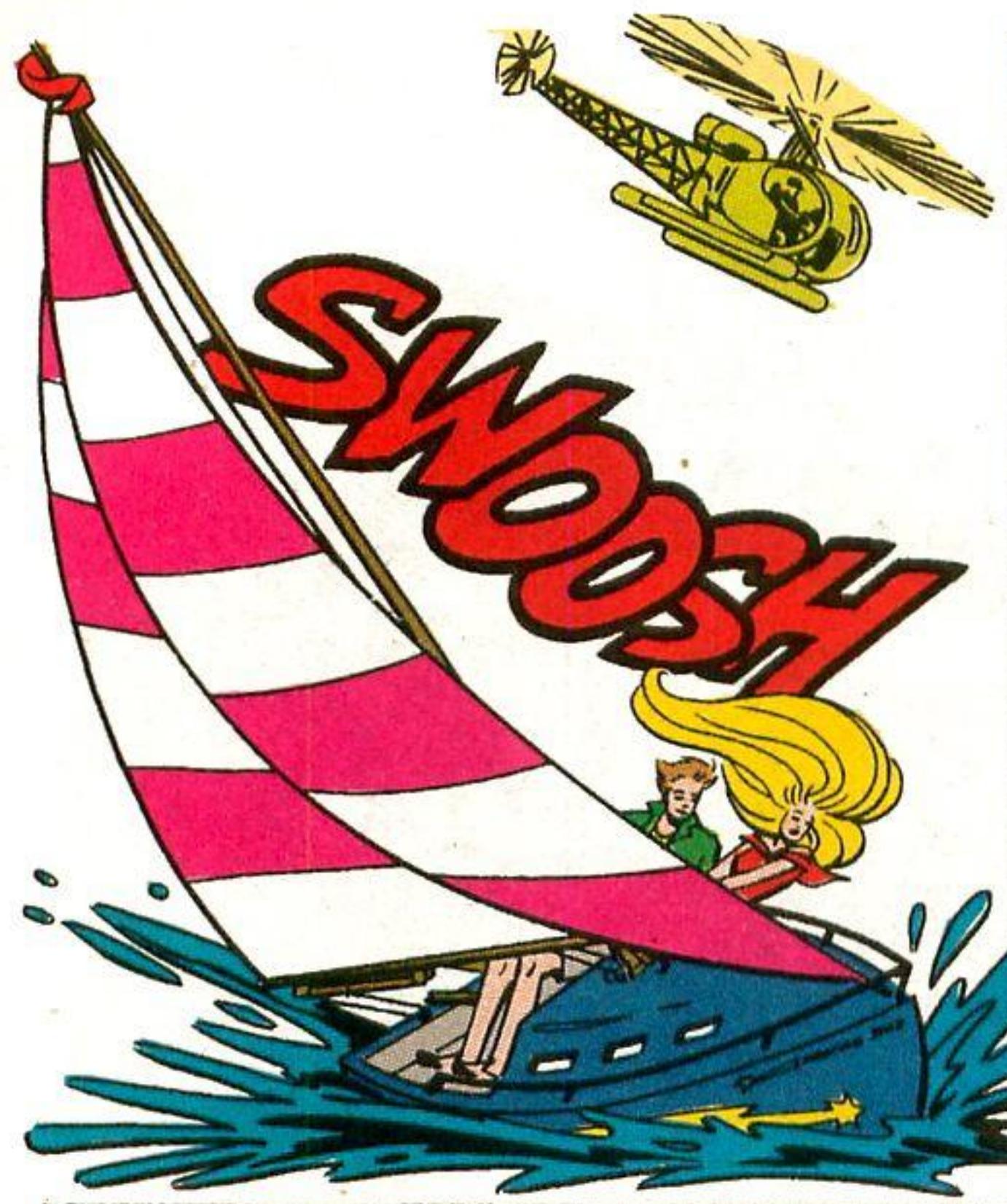
YES IT IS, BARBIE. AND IT'S SUCH A PERFECT DAY FOR SAILING.

SLATE • CONNER • MUSHYNSKY

AND THIS BREEZE FEELS WONDERFUL!

WHAT'S THAT?!

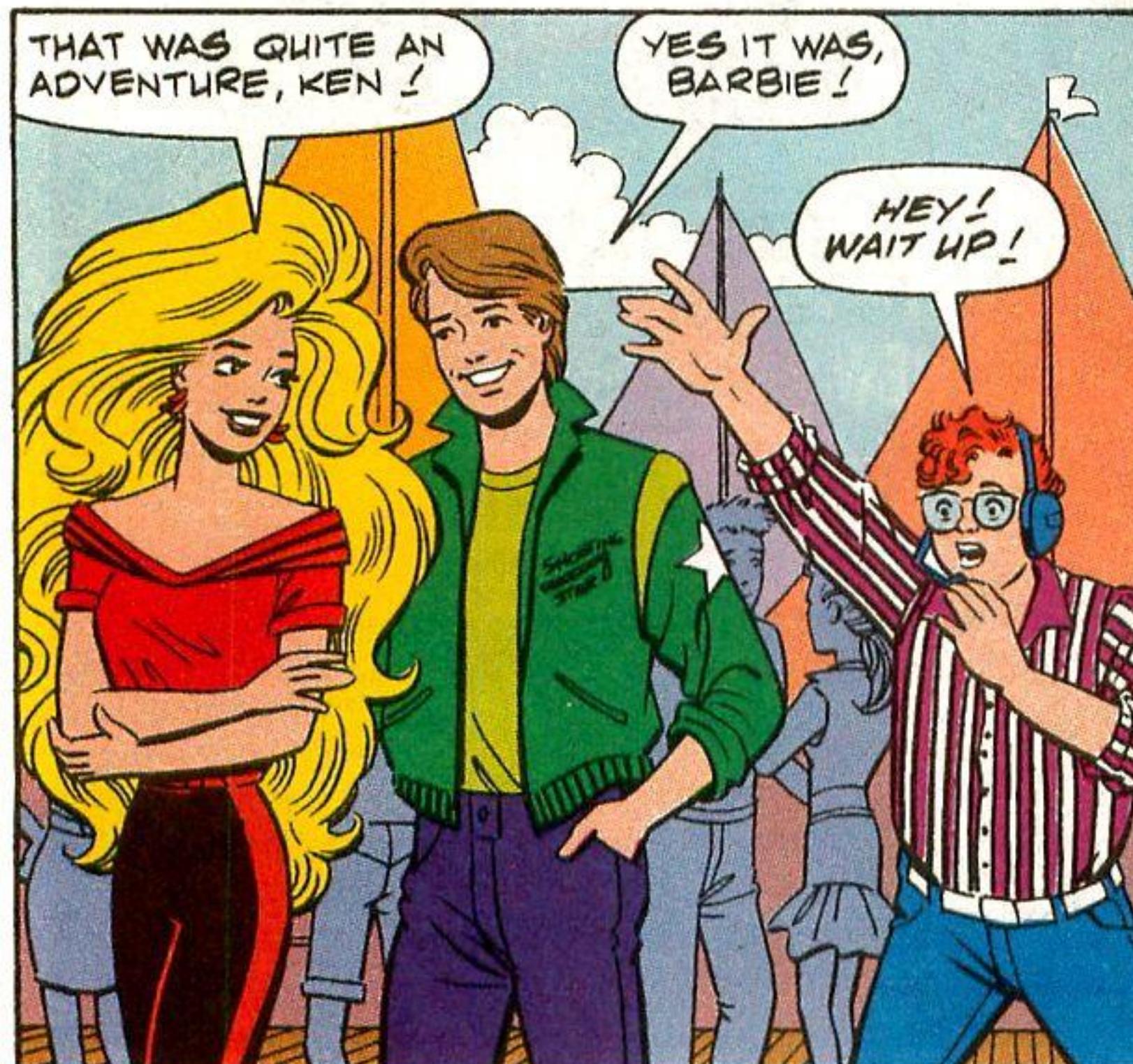
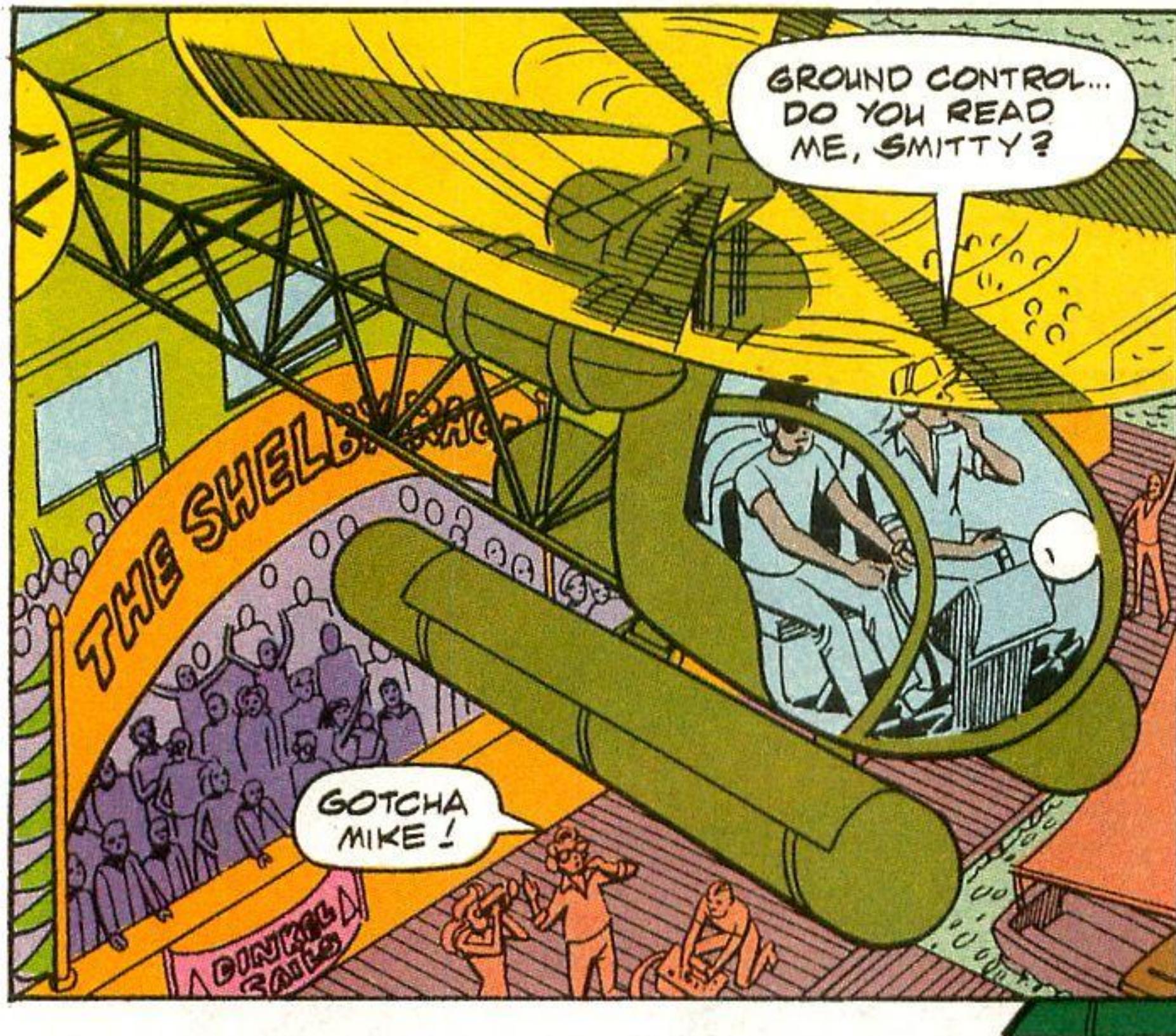
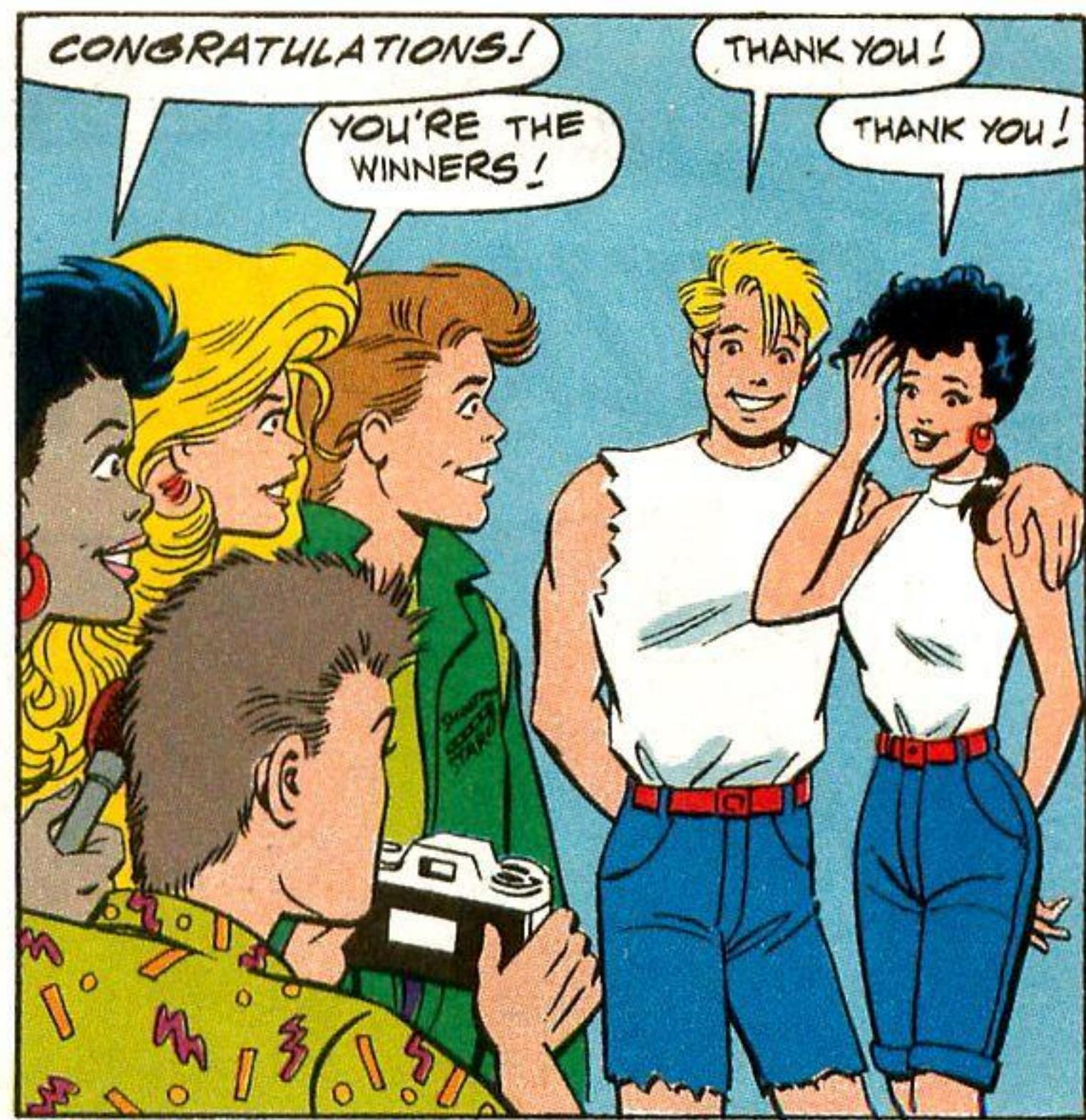
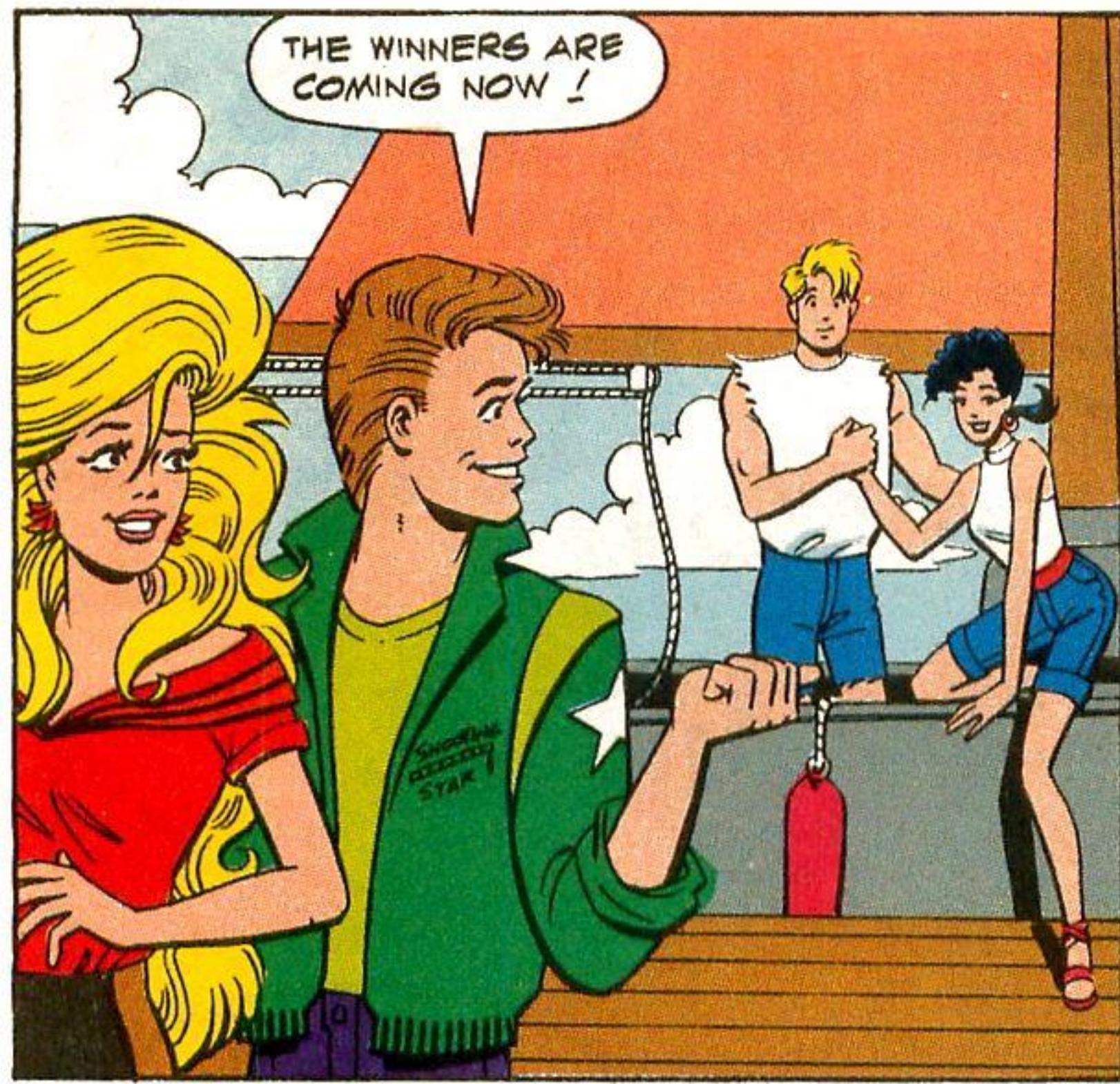




PIZZA DELIVERY!

CHECK IT OUT!
NEW PIZZA SHAPED
MARSHMALLOWS IN
NINJA TURTLES®
CEREAL!

IT'S RADICAL
TASTING CEREAL
DUDES!



OFFICIAL RULES & REGULATIONS

1. Spider-Man Trivia Game, sponsored by Phone Programs USA Inc. ("PPI") and Marvel Entertainment Group, Inc. ("Marvel"), is an interactive telephone game of skill requiring knowledge of the "Spider-Man" character as found in various Marvel publications.
2. Game runs 3/8/91-5/31/91.
3. Touchtone callers may play by dialing 1-900-740-8888, anywhere in the continental United States, 24 hours a day.
4. No minimum age but anyone under 18 must get parental permission before calling. Prizes won by persons under 18 shall be awarded in their name to their parent(s) or legal guardian(s).
5. Each call is \$1.75 for the first minute and \$.95 for each additional minute. Maximum 3 minutes. Limit 4 calls per week, per household.
6. Callers shall hear an introduction to the game and his telephone number shall be captured for call limiting purposes. The caller has 2 minutes to advance as far as possible. Each call is a separate game.
7. Game begins at Question 1. Callers have 3 opportunities to correctly answer any 1 of 20 multiple choice questions or the game ends. If he answers any 1 correctly, the caller goes on to Question 2.
8. Question 2 is a set of fill-in questions. The caller has 3 opportunities to answer correctly any 1 of 20 questions or the game ends. If he answers any 1 correctly, the caller goes on to Confrontation Round One.
9. In Confrontation Round One, the caller is challenged by 1 of 2 opponents which shall rotate randomly. Each opponent has 4 scenarios which shall rotate.

The caller gets 1 randomly-selected scenario per call. If he responds correctly, the caller goes on to Question 3 or the game ends.

10. The third set of questions are multiple choices with 3 opportunities to answer any 1 of 20 questions correctly and advance to Question 4 or the game ends.

11. Question 4 is a set of fill-in questions. The caller must answer in 3 tries, any 1 of 20 questions correctly to continue on to Question 5 or the game ends.

12. Question 5 is a set of multiple-choice questions. The caller must answer correctly in 3 tries, any 1 of 20 questions to get to Confrontation Round Two or the game ends.

13. In Confrontation Round Two, the caller gets the opponent he did not get in Confrontation Round One. The opponent has 4 rotating scenarios. The caller shall be given 1 randomly-selected scenario per call. If the caller responds correctly, he goes on to Question 6 or the game ends.

14. Question 6 is a set of fill-in questions. The caller must answer in 3 tries, any 1 of 20 questions correctly to continue on to Question 7 or the game ends.

15. Question 7 is a set of multiple-choice questions. The caller must answer any 1 of 20 questions correctly in 3 tries or the game ends. If he answers correctly, he wins a prize and goes on to the Final Question.

16. Question 8 is 1 fill-in question. If the caller answers correctly, he wins a prize. If he has not exhausted time, he shall return to the same question in Question 8 and attempt to answer it correctly until the time is up.

17. The caller then shall be told what prize(s) he won and given a prize claim number and instructed how to claim his prize. He must forward the prize claim by 6/31/91.

18. The prize for the First Level is a Marvel comic book; the Second Level prize is a comic book and trading card pack; for the Third Level, a comic book, trading card pack and watch; and for the Fourth Level, a comic book, trading card pack, watch, and "The Official Handbook of the Marvel Universe" a 10 volume collection. All prizes have been provided at cost by Marvel Entertainment Group, Inc.; each prize valued under \$25.

19. PPI and Marvel reserve the right to add or replace questions at any time and cancel the game at any time. Players waive any claim or right in the event of any ambiguity or error in any questions or answers; and, by entering, players agree to be bound by and subject to these official rules and to be subject to the decisions of PPI and Marvel whose decisions are final. Players acknowledge that the correct answers to all questions are those provided and validated by PPI and Marvel.

20. Sponsors and their Service Provider are not responsible or liable for incorrect or inaccurate entry of information by callers, technical malfunctions of the telephone network, computer equipment, software or any combination thereof, or lost or delayed data transmissions.

21. Void where prohibited. Employees and families of PPI, Marvel, Call Interactive, and their affiliated companies are not eligible. All federal, state and local laws and regulations apply.

22. Free Rules may be obtained in person from PPI, 919 Third Avenue, New York, New York 10022, during normal business hours, or write "Spider-Man Trivia," c/o PPI, P.O. Box 7012, FDR Station, New York, New York 10022.

PRIZE CLAIM

To claim your prize, print your name, age, address, and *prize claim number* on a 3 x 5 card and send it to:

Marvel Comics
Dept. 900-HELP SPIDEY
387 Park Avenue South
New York, New York 10016

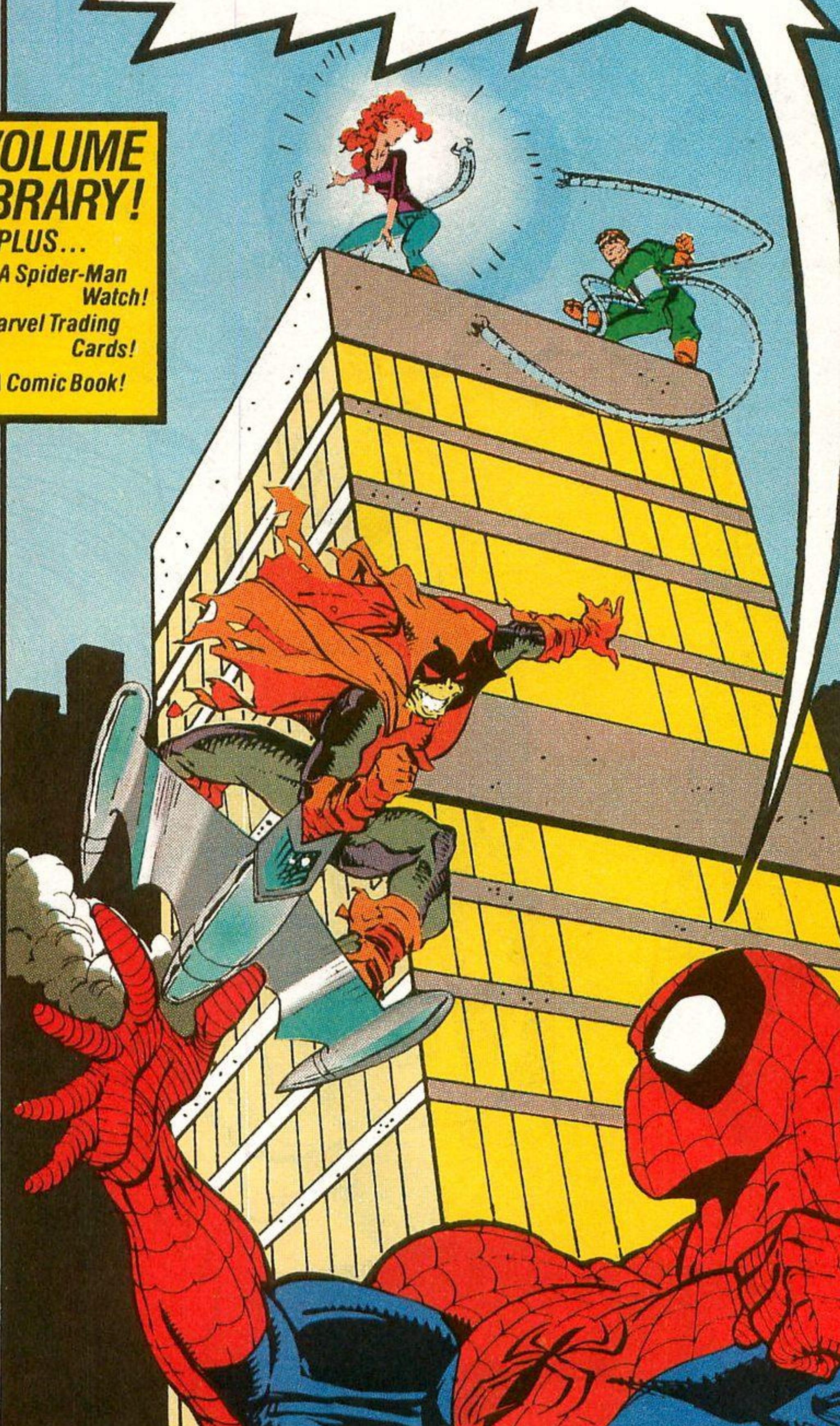
All prizes must be redeemed by June 30, 1991.
You must have a touchtone phone to play.

HELP ME SAVE MARY JANE! CALL 1-900-740-8888

\$1.75 FIRST MINUTE; 95¢ EACH ADDITIONAL MINUTE. MAXIMUM CALL 3 MINUTES.

WIN A 10 VOLUME MARVEL® LIBRARY!

PLUS...
A Spider-Man Watch!
Marvel Trading Cards!
A Comic Book!



HOW TO PLAY AND WIN PRIZES!

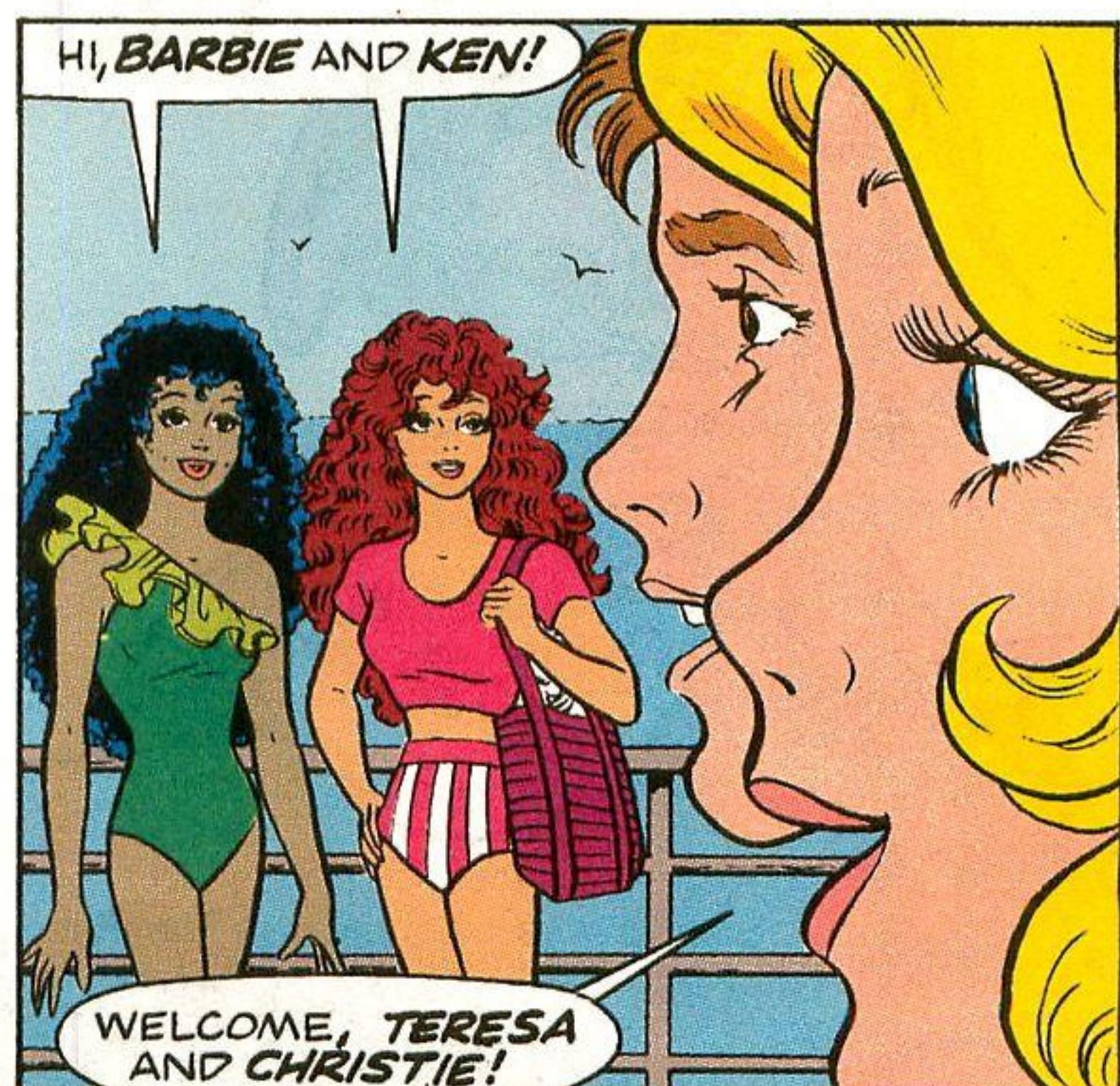
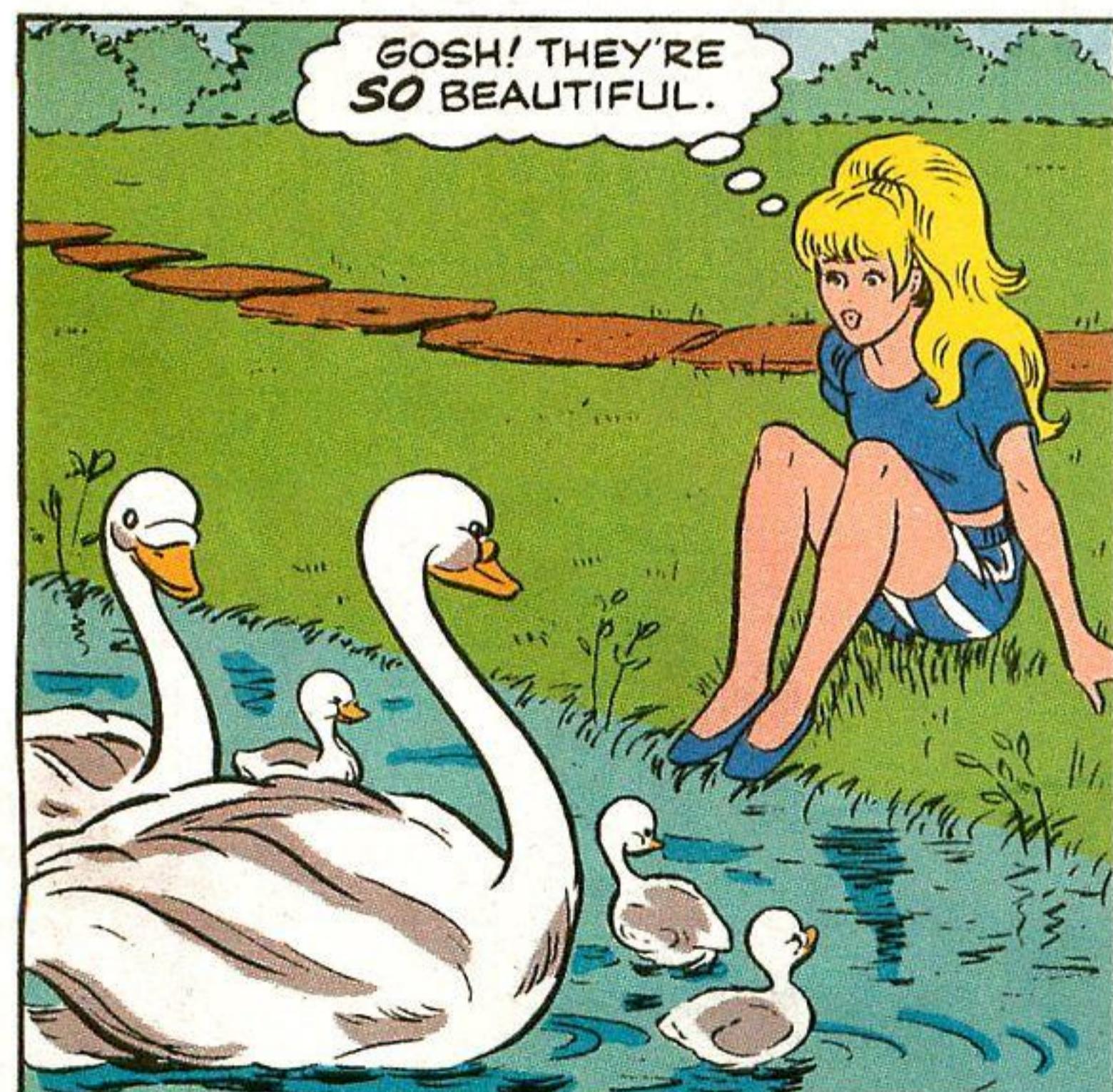
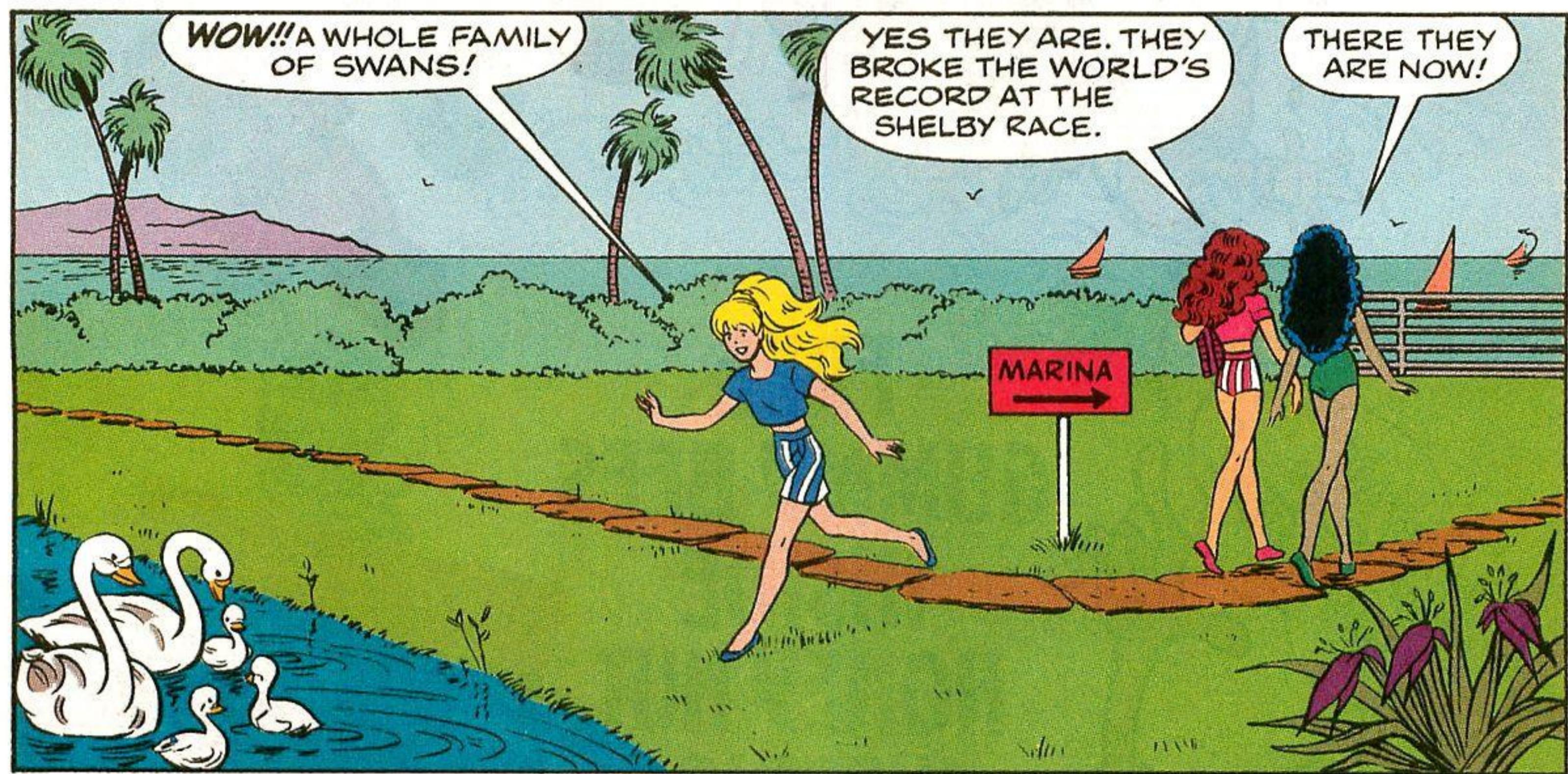
1. Call 1-900-740-8888.
2. Answer Spider-Man trivia to help Spidey scale the wall.
3. Battle villains with the keys on your touchtone phone. Press # to defeat Hobgoblin. Press * to fend off Dr. Octopus.
4. Win prizes (comics, trading cards, watches, and Marvel Universe Handbook collections!) The higher you go, the more you win!
5. Game runs March 8, 1991 to May 31, 1991.

A SHORT TIME LATER...

WHAT A BEAUTIFUL
TROPHY THIS IS,
BARBIE!

YES IT IS, KEN!
OUR PLEASURE
CRUISE TURNED
OUT TO BE A
TREASURE CRUISE!





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**FREE
GUMMY BEES
INSIDE
HONEY NUT
CHEERIOS**



"Special offer good through March in specially marked boxes."

Barbie™ IN SAFETY FIRST

I'M SO HAPPY YOU COULD
COME ON THIS SAILING TRIP
WITH US... BUT WHERE
IS SKIPPER?

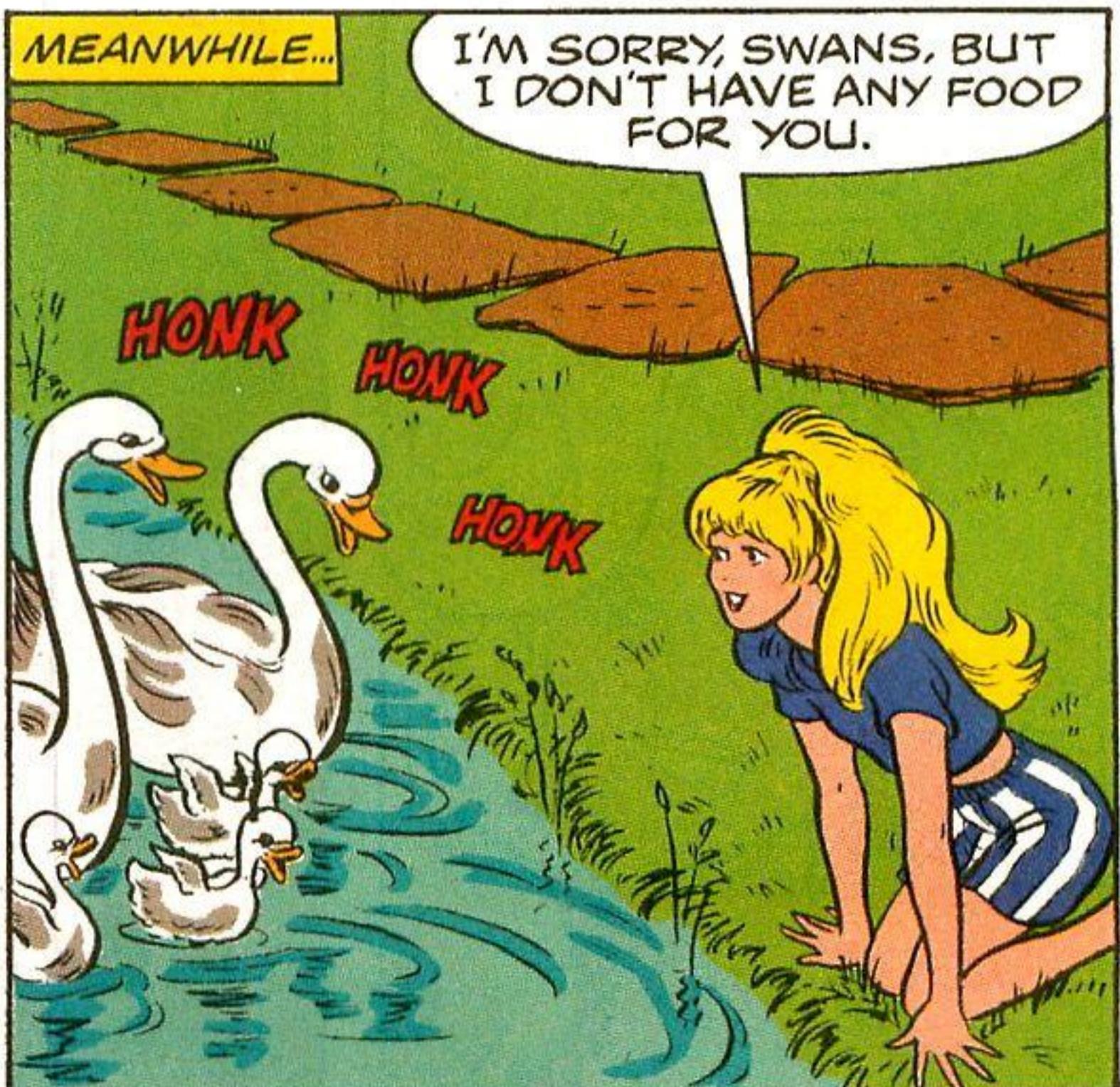
SKIPPER?! SHE'S
RIGHT BEHIND--

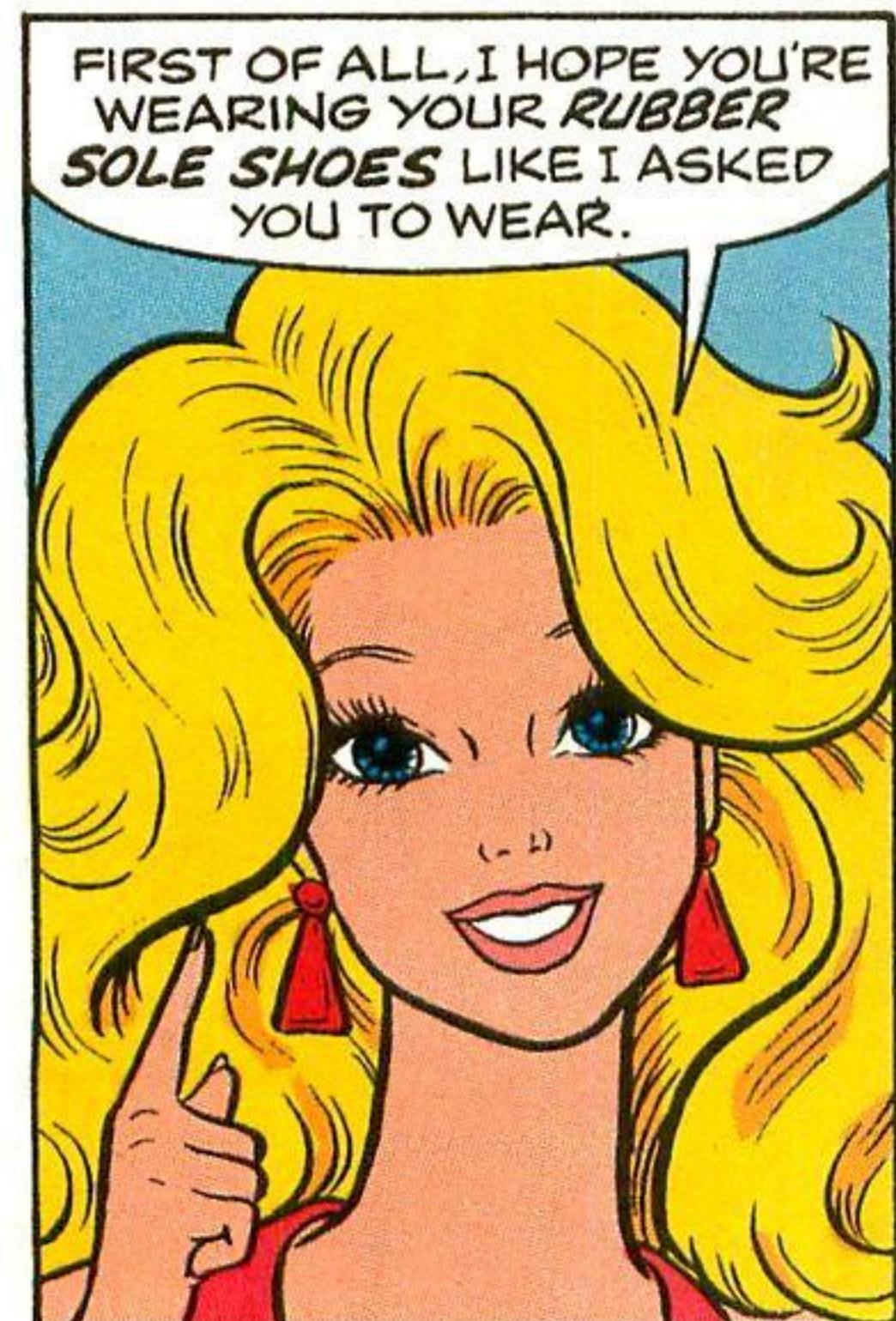
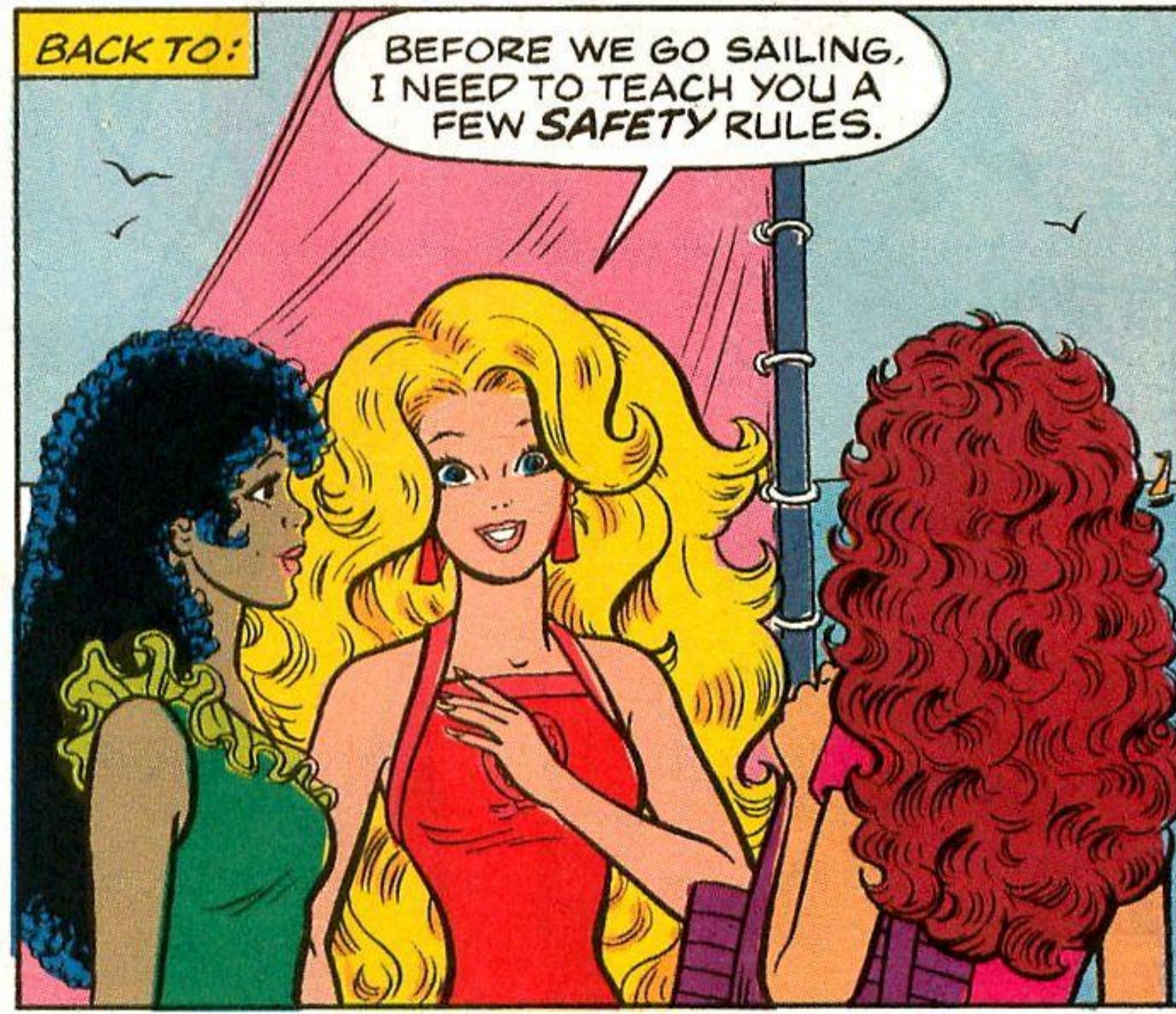
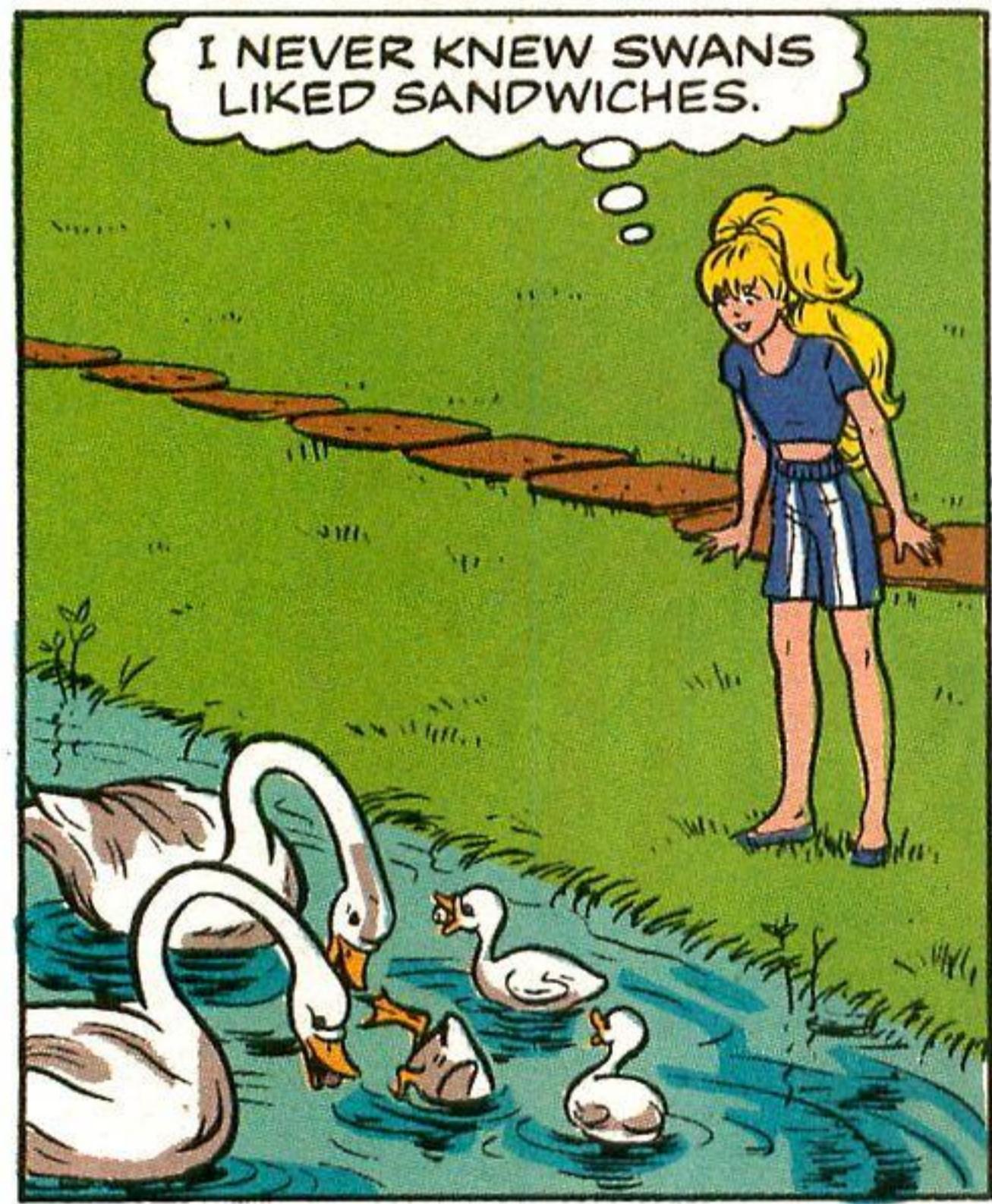
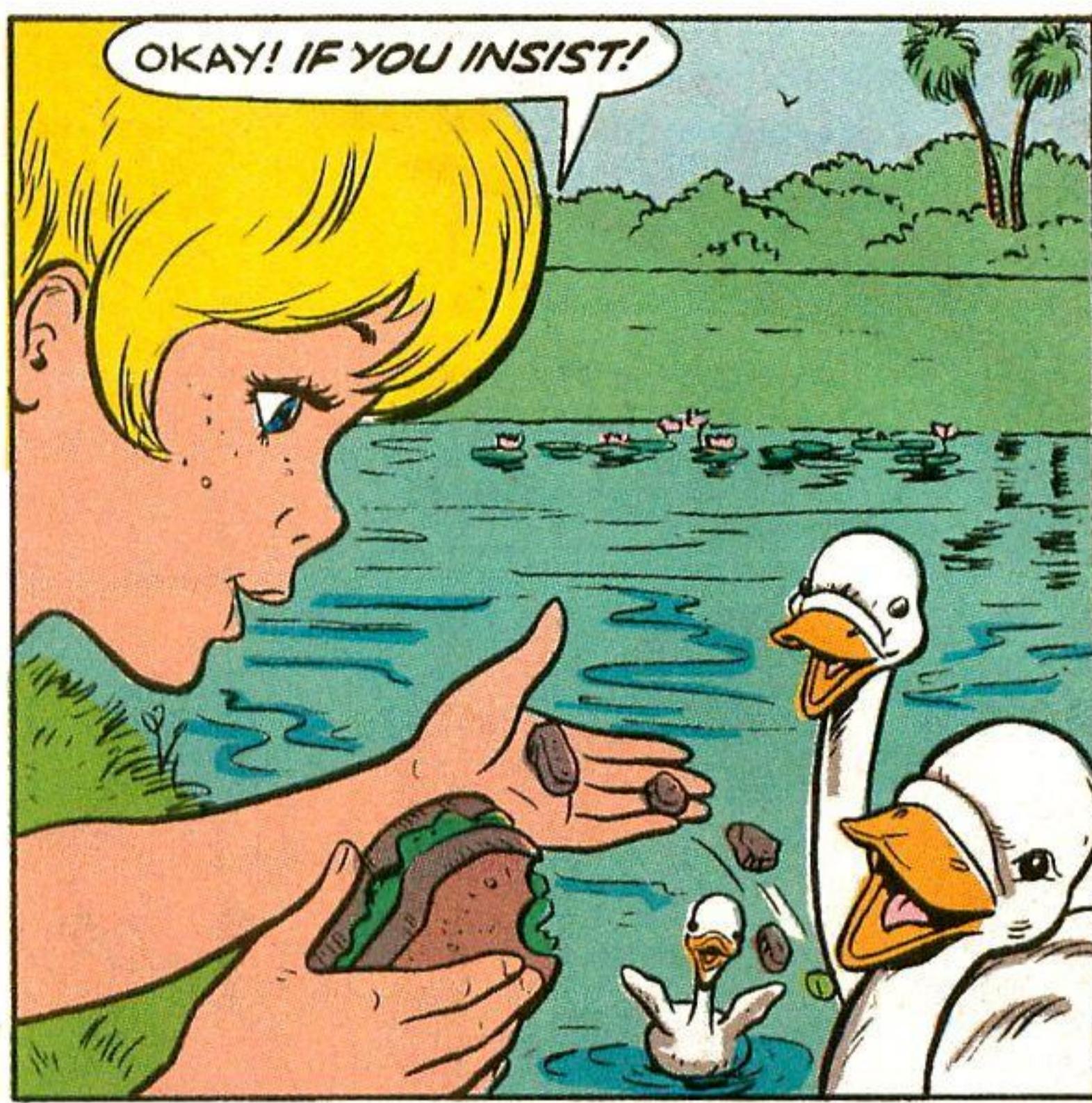
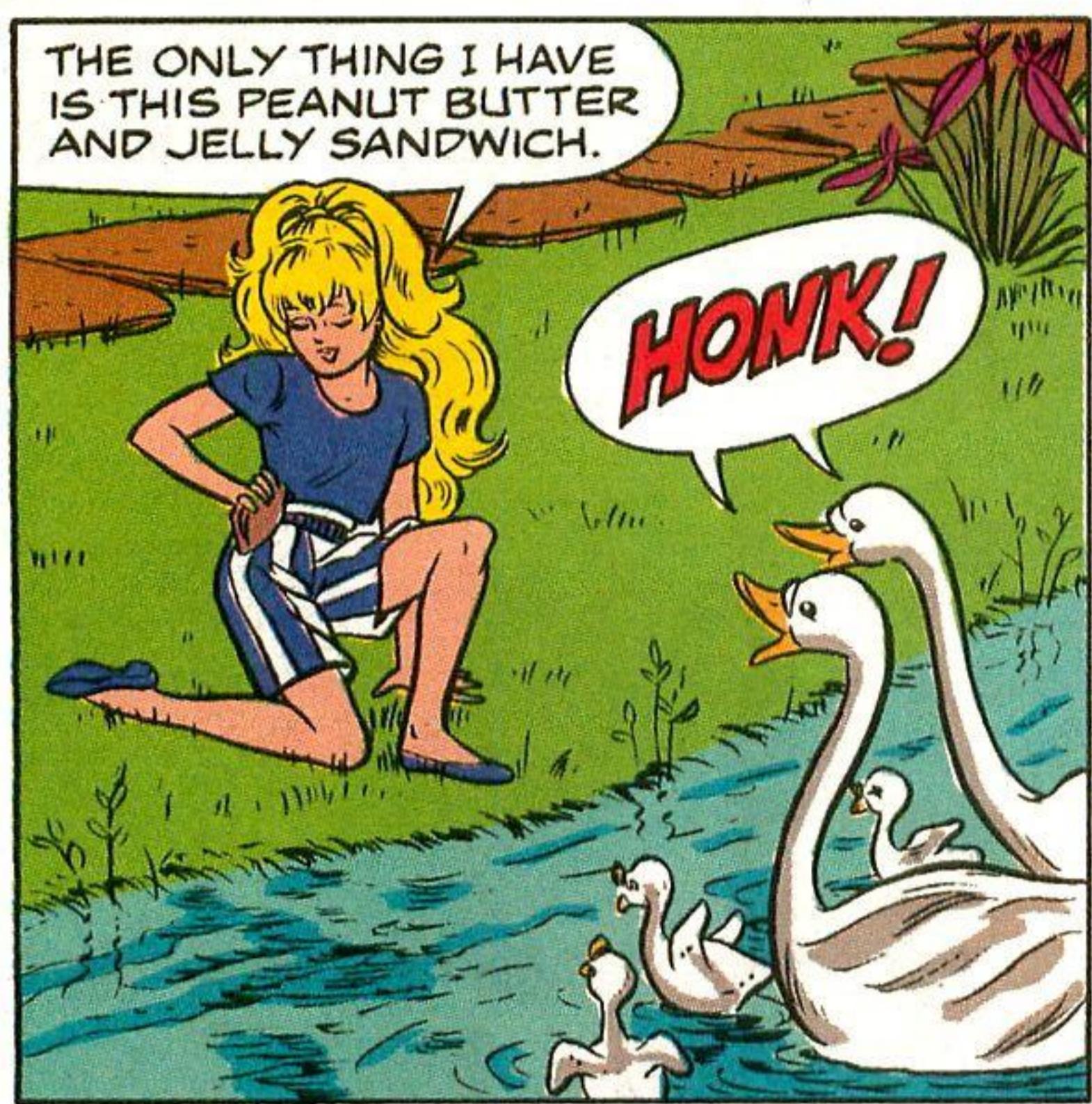


US?! WHERE IS SKIPPER?

MEANWHILE...

I'M SORRY, SWANS, BUT
I DON'T HAVE ANY FOOD
FOR YOU.





How do you build the most secret M:Tron Space Voyager in the galaxy?

Send for the free directions!

Just fill out the coupon on this page with your name and address. Send it along with one UPC symbol from any of the LEGO® sets pictured below. You'll receive free directions on how to combine pieces from each of the three sets shown here to build a Space Voyager that will blow your magnets off!



Particle
Ionizer
6923

Vector
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Forager
6896

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To claim your free directions:

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- **Complete** this coupon

- **Mail** all of the above to: M:Tron Supermodel
P.O. Box 5080
Unionville, CT 06087



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BIRTH DATE: / /

(Please print clearly)

ADDRESS: _____

CITY: _____

STATE: _____

ZIP: _____

M:TRON COLLECTION



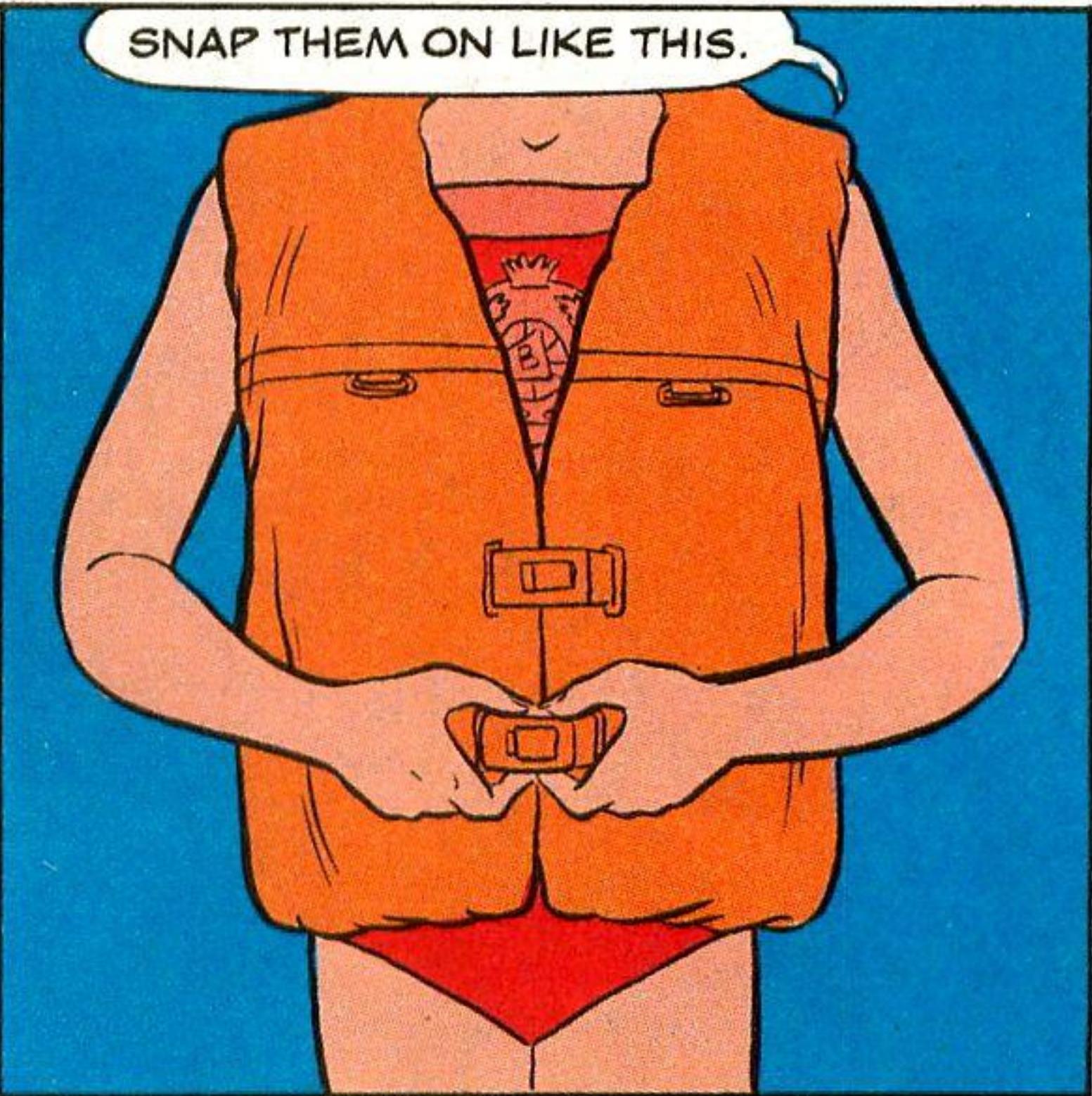
This offer good only in the USA. Offer void where taxed, restricted or prohibited by law. Offer limited to one building instruction per person, group, or organization. Please allow up to 8 weeks for processing and delivery. This offer is made by LEGO SYSTEMS, INC., 555 Taylor Road, Enfield, CT 06082. Offer expires June 30, 1992.

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THAT'S GREAT! NEXT... I WANT YOU TO PUT ON THESE **SAFETY JACKETS** JUST IN CASE THE BOAT TIPS OVER.



SNAP THEM ON LIKE THIS.



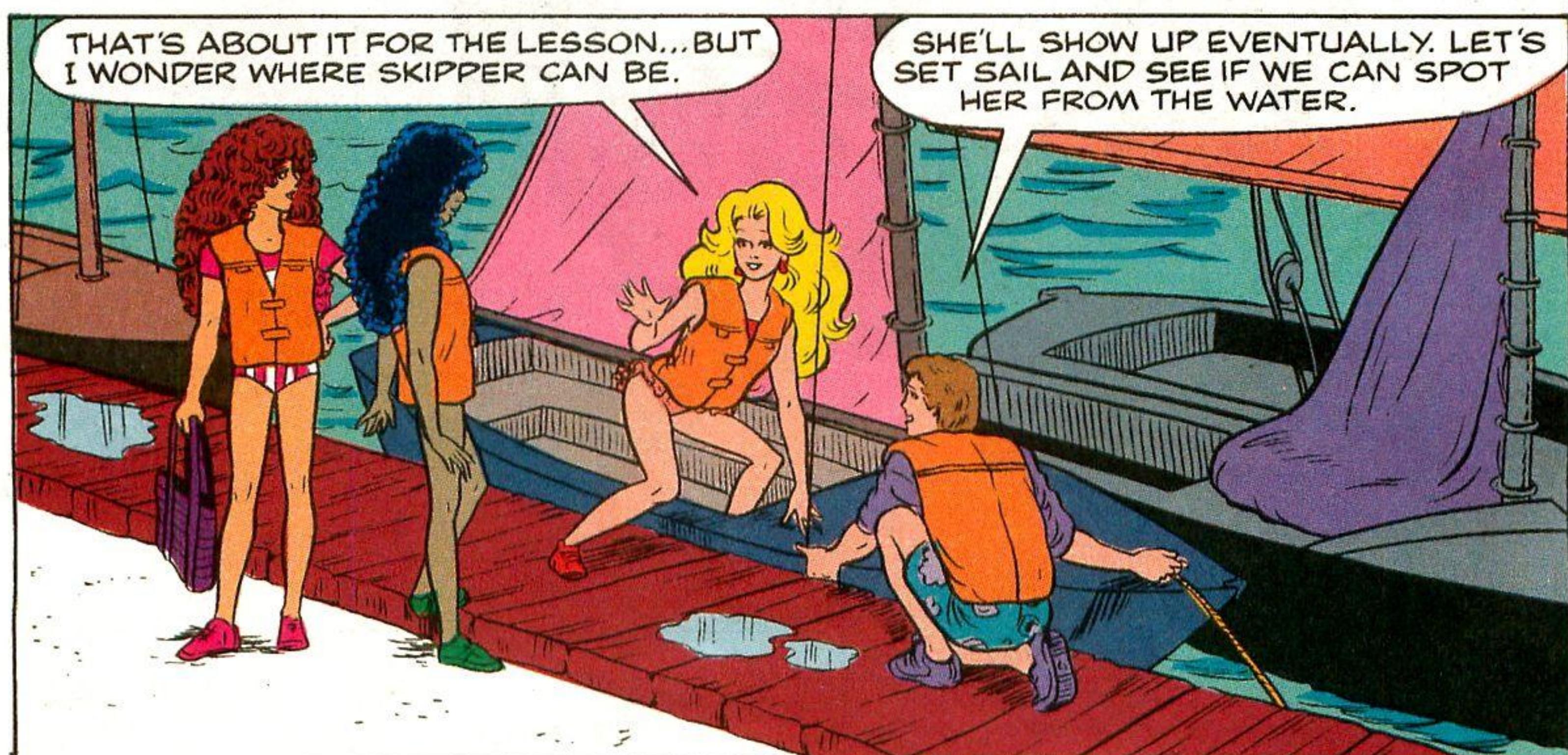
AND FINALLY, WHEN I CALL OUT "**READY ABOUT**," THAT MEANS YOU GET OVER TO THE OTHER SIDE OF THE BOAT BECAUSE IT NEEDS THE WEIGHT FOR BALANCE.



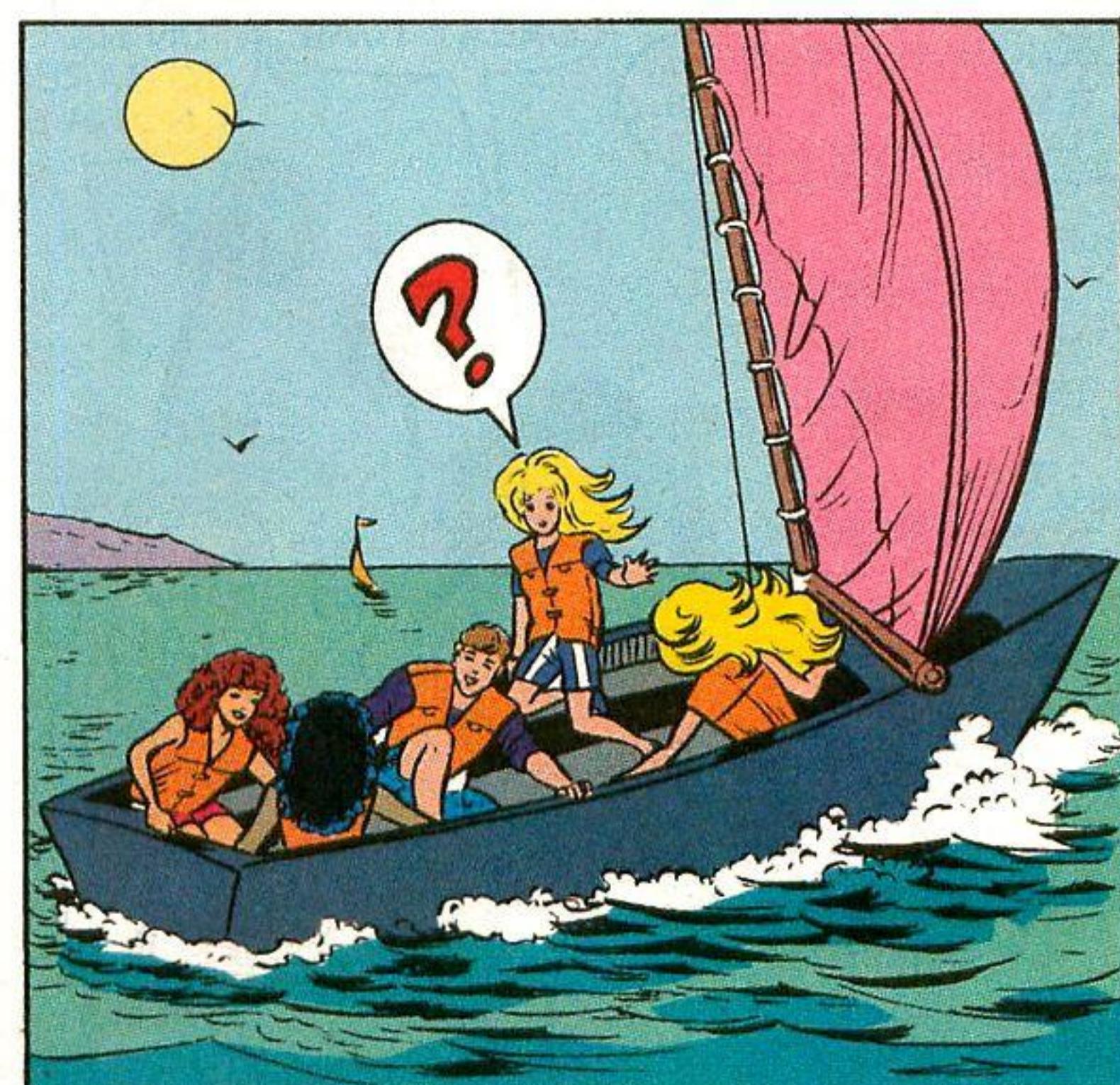
AND MAKE SURE YOU DUCK BECAUSE THE **BOOM** IS COMING ACROSS AND YOU DON'T WANT TO HIT YOUR HEAD!

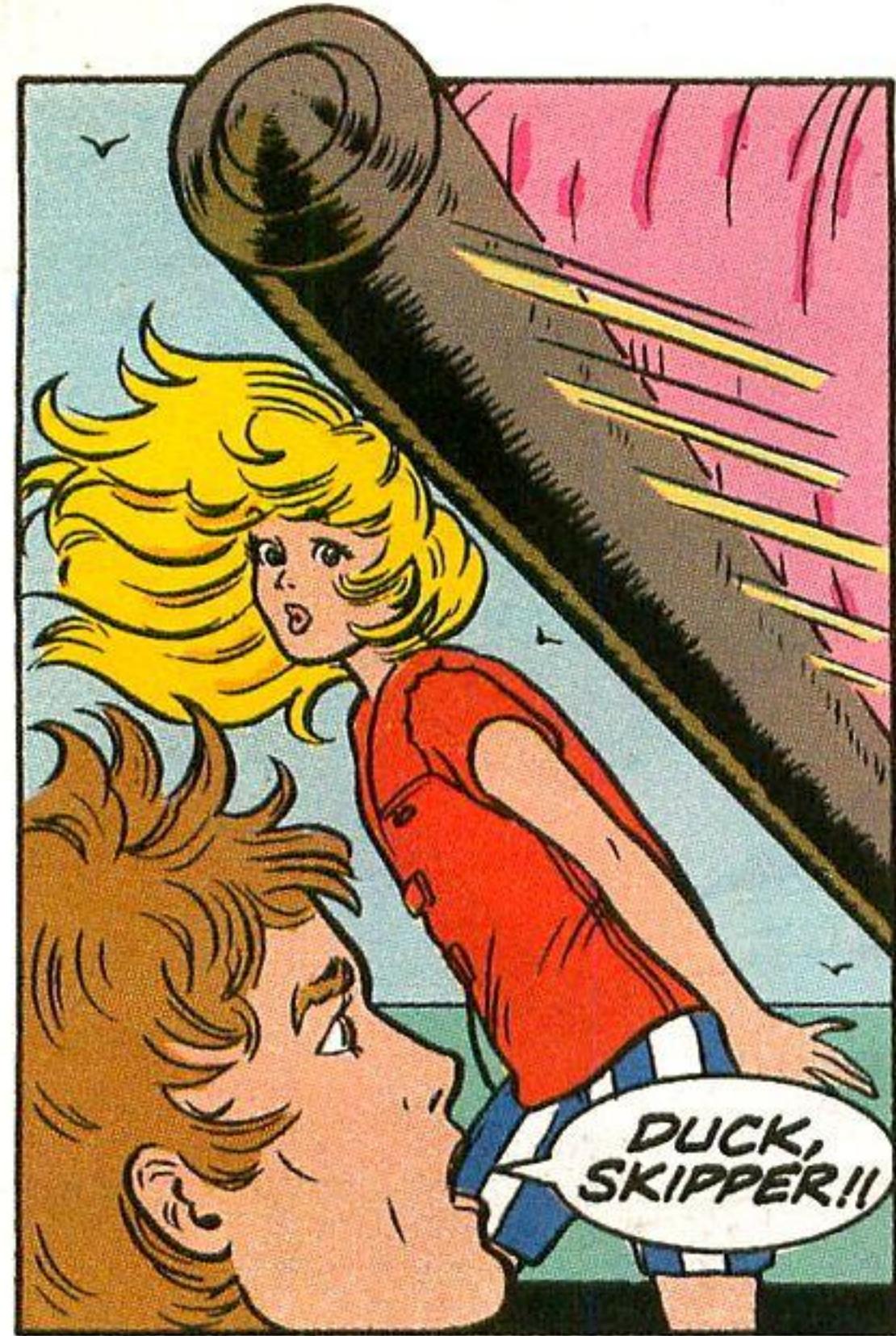


THAT'S ABOUT IT FOR THE LESSON... BUT I WONDER WHERE SKIPPER CAN BE.



SHE'LL SHOW UP EVENTUALLY. LET'S SET SAIL AND SEE IF WE CAN SPOT HER FROM THE WATER.





Barbie™

IN
PACKING
Lightly

SKIPPER, WHY ARE
YOU CARRYING ALL
THOSE BAGS?

BECAUSE I BOUGHT
ALL NEW CLOTHES FOR
OUR DAY AT THE
BEACH AND I COULDN'T
DECIDE WHAT TO
WEAR, SO...

...I BROUGHT
EVERYTHING!

SLATE • COOL • LUCAS

LET ME GIVE YOU A
HAND, SKIPPER.

WHW!
THANK YOU.

BUT WHERE ARE YOUR
BAGS, BARBIE?

I JUST HAVE
THIS ONE.

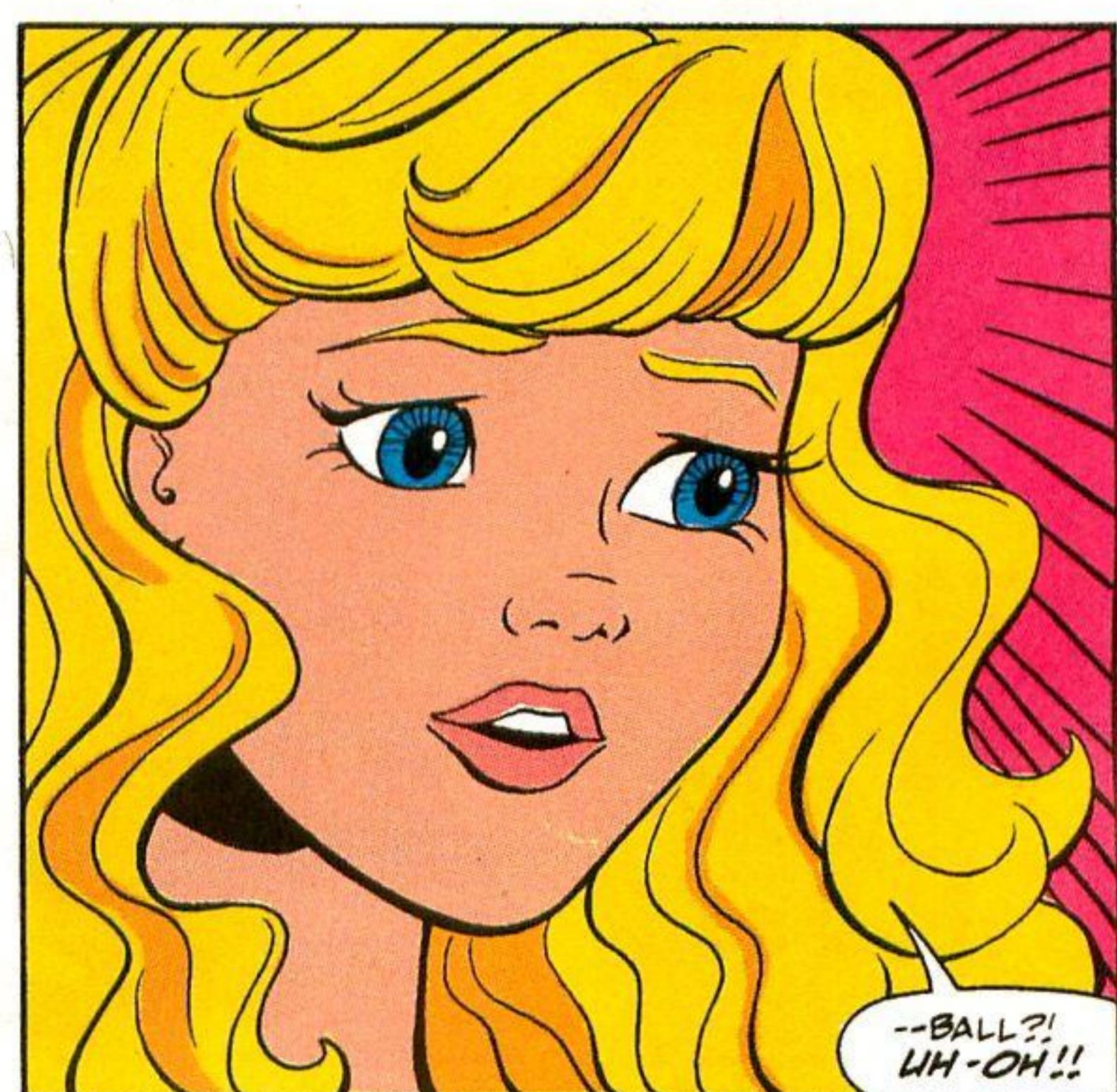
ALL SHORE
POINTS

I LIKE TO PACK LIGHTLY
WHEN I GO TO THE BEACH.









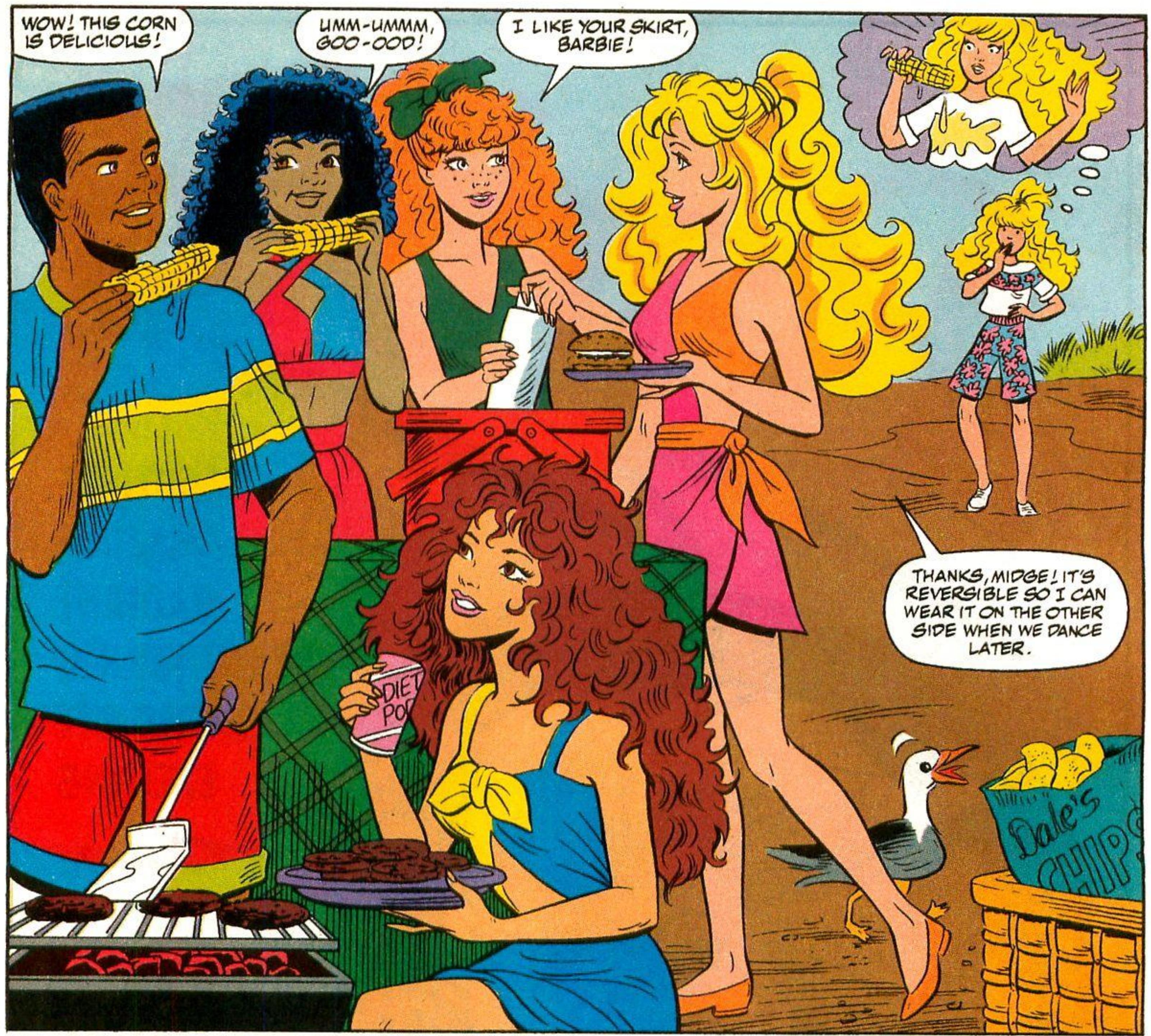
BarbieTM



BEAUTIFUL
AMAZING
RADIANT
BREATH-TAKING
INCREDIBLE
EXCITING

ANY WAY YOU SAY
IT, BARBIE SPELLS
FUN AND FASHION!

BARBIE. BARBIE FASHION
ON SALE MONTHLY





Lucky needs your
magic touch.

Help make his new marshmallow shape.

START
HERE

• 2

• 13 •

• 3

• 4

• 11 •

• 12 •

• 5

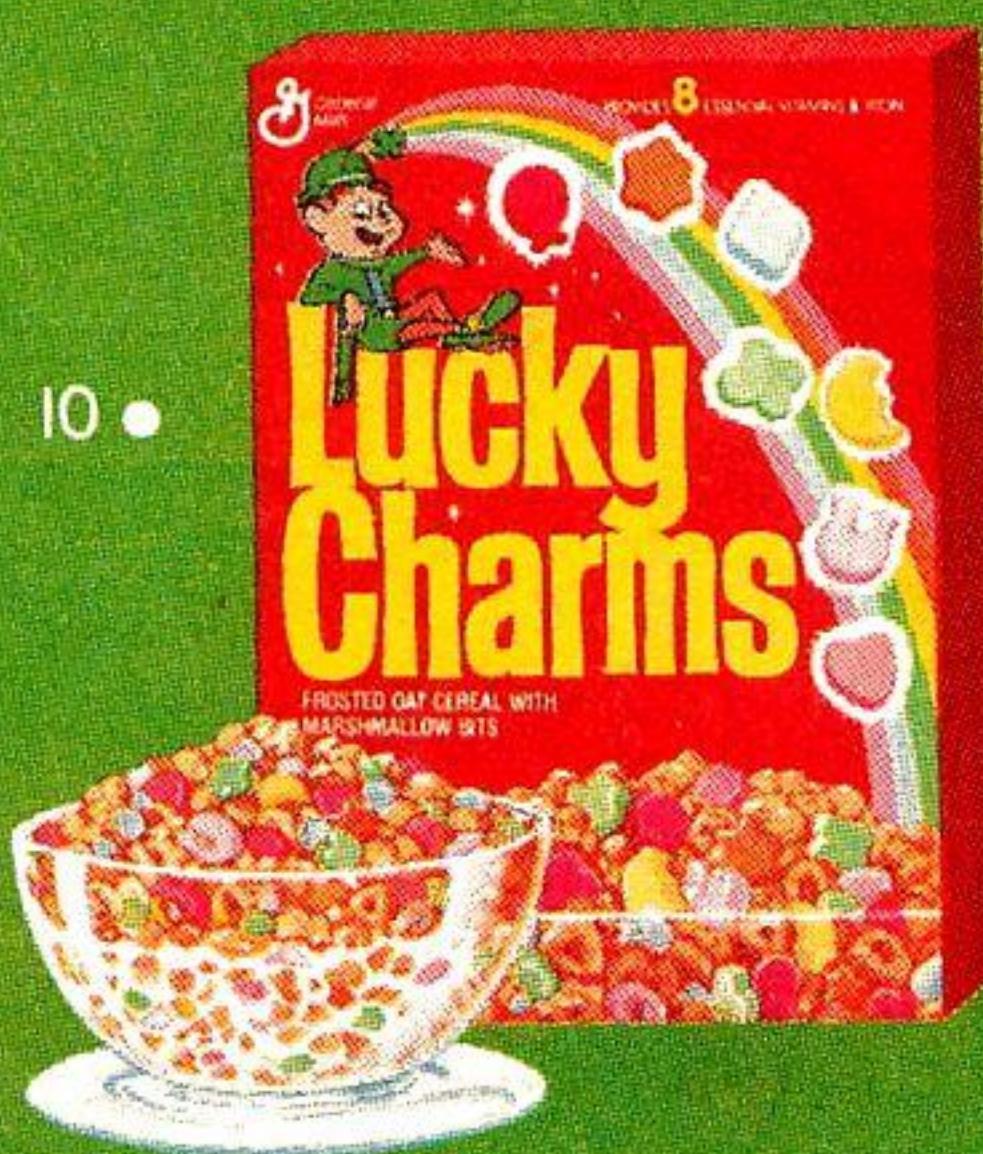
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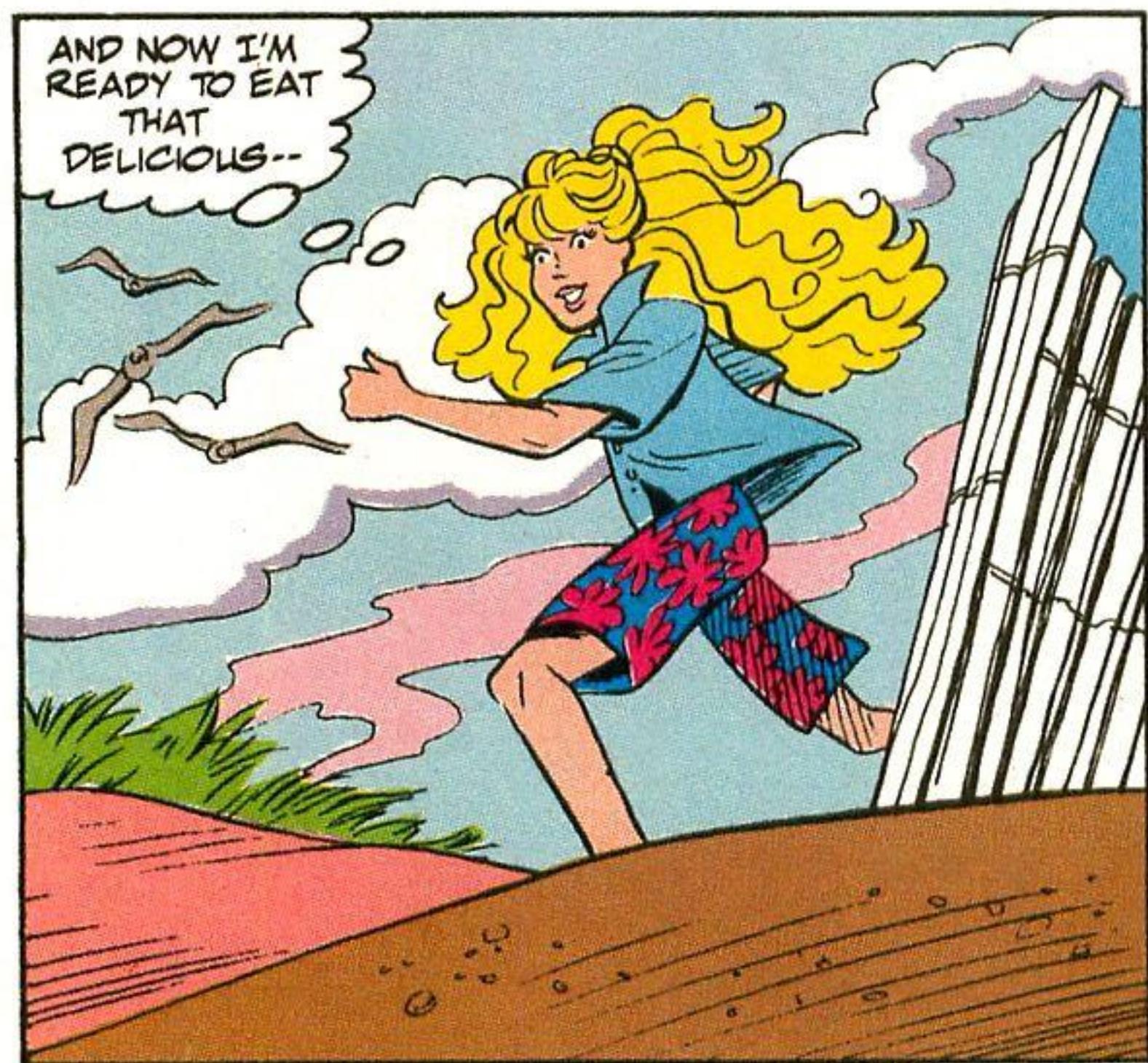
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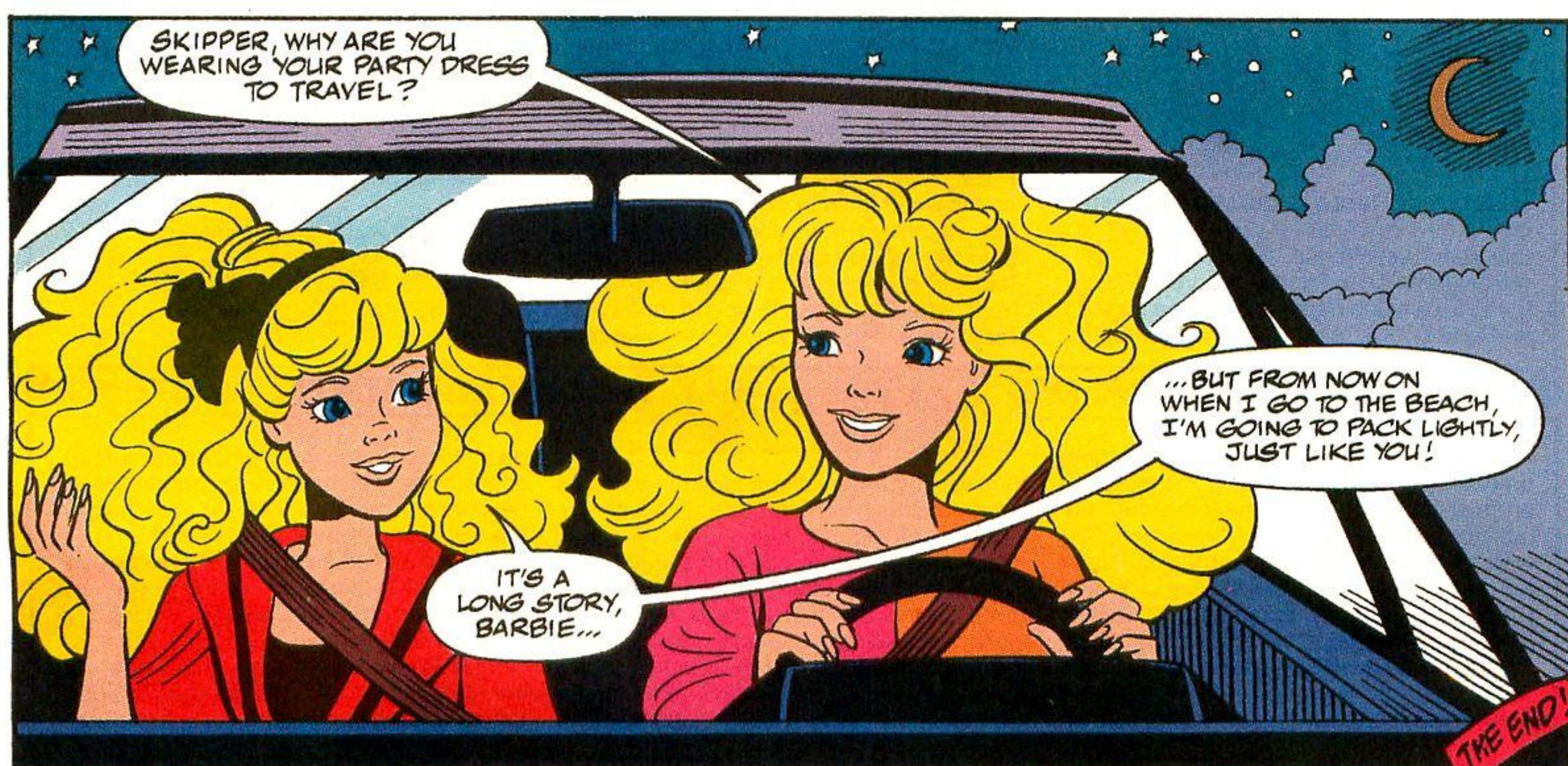
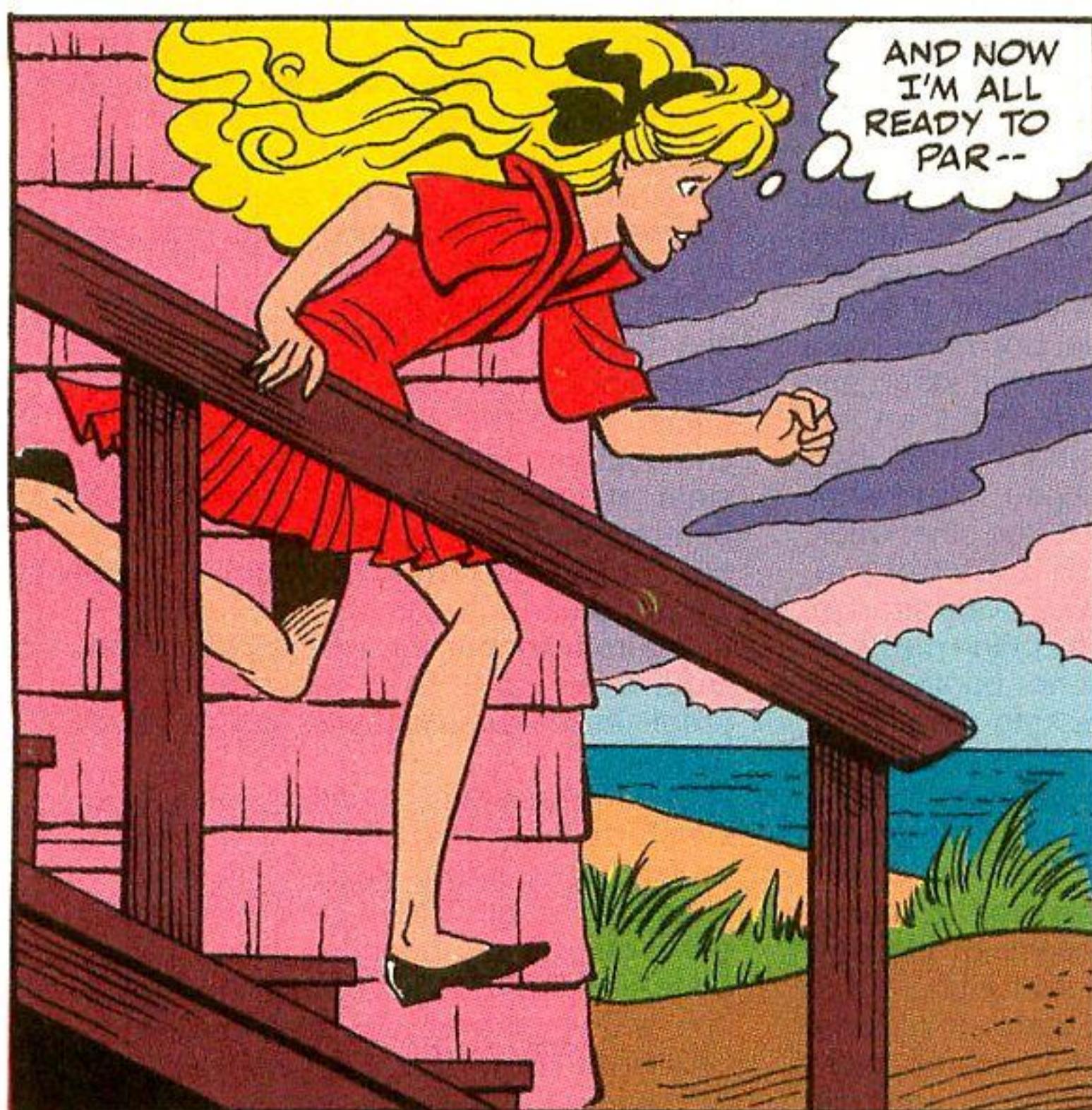
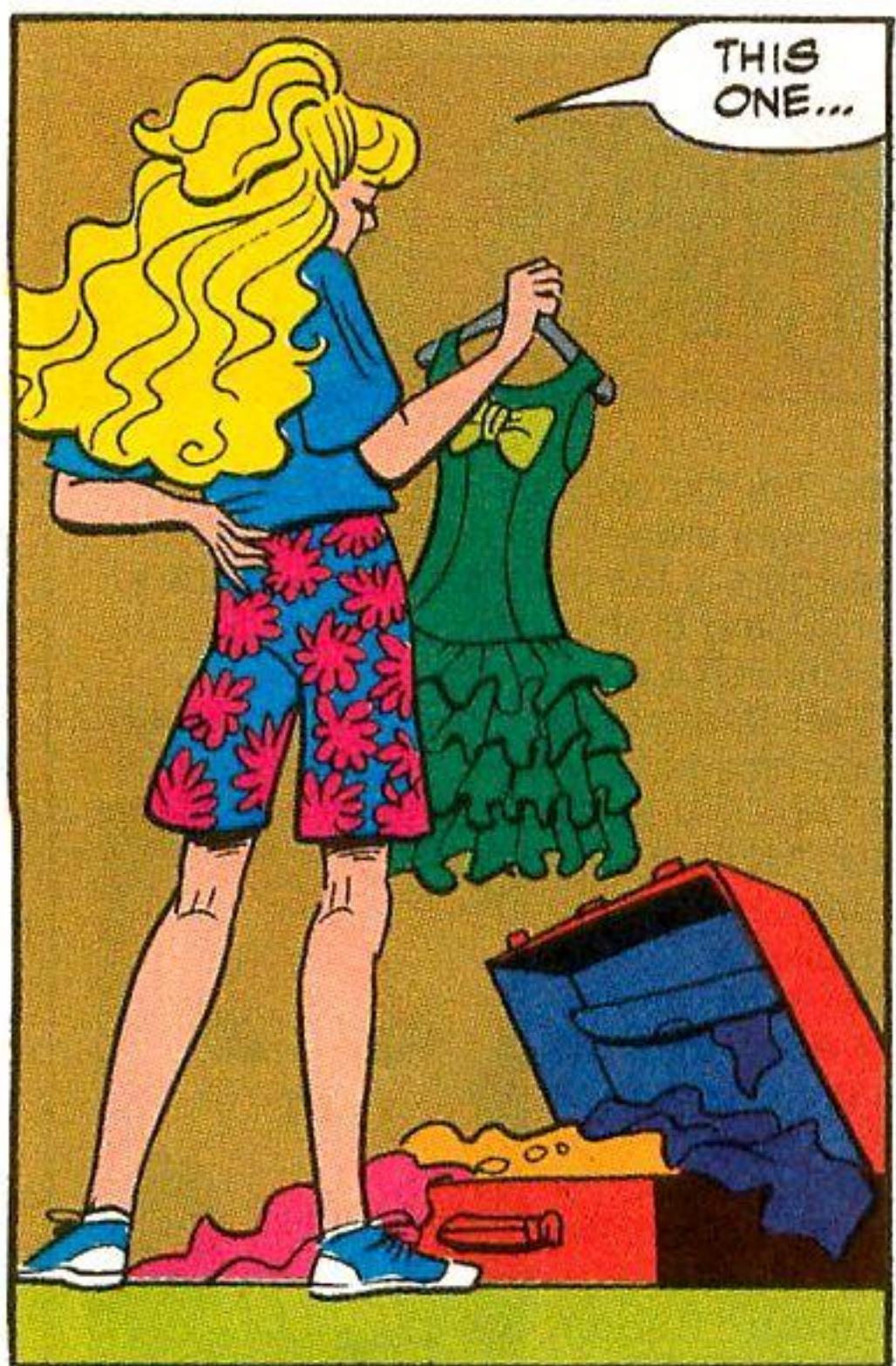
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NEW GREEN ? ? ? ? S.

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BULLPEN BULLETINS



STAN'S SOAPBOX

Hi, Heroes!

Since the ol' Soapbox is the most widely-read column in all of comicdom, this is the perfect place to make two very special announcements...

Archie Comics has bought both Marvel and DC! That means from now on Wolverine and The Punisher will be dating Betty and Veronica in their spare time. As for Batman, he's hired Jughead, the Boy Wonder, in place of Robin!

Also, the X-Men have accepted the application of The Teenage Mutant Ninja Turtles to join their ever-expanding team! But it isn't true that Professor Xavier will be replaced by Splinter. Splinter is merely changing the prof into a turtle!

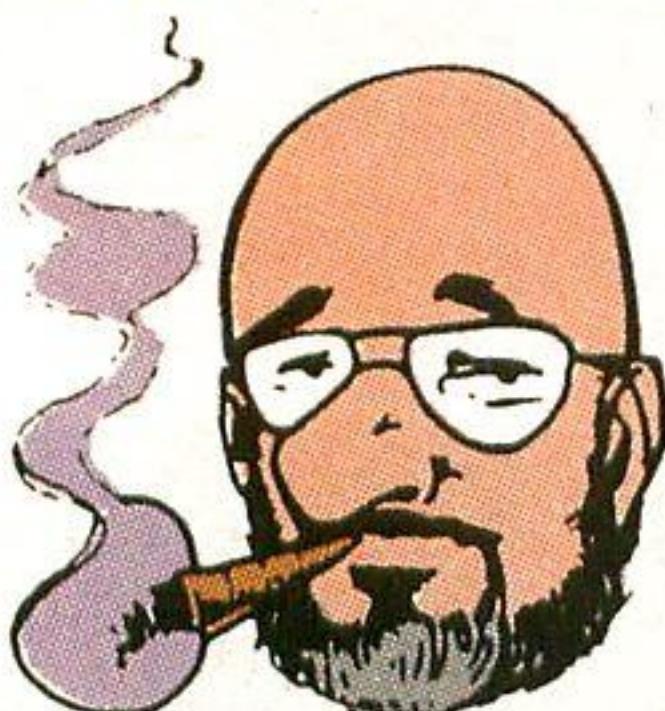
There's more, but I've run out of room. I've only enough space left to wish you —

HAPPY APRIL FOOL'S DAY!

Excelsior!

(Hey, anyone can go bonkers once in a while!)

ITEM! All Marvel editors have been required to shave their heads by April 30. It seems many of the male Marvel editors are balding, and are very sensitive about this. In an effort to avoid people's feelings being hurt, Marvel Editor In Chief **Tom DeFalco** was the first to take a razor to his own head. Many have commented that Tom's new look makes him look more distinguished, sort of like Sinnead O'Connor. Said Tom, "Since most of our people were losing their hair anyway, it seemed like the only decent thing to do." APRIL FOOL!



ITEM! Editor **Renée Witterstaetter** promised a new direction for **WHAT THE—?!** this year. Said Renée, "WHAT THE—?!" will be grimmer and grittier this year. We're trying for a much darker feel for the book." As Renée put it, "A lot of fans were writing

in saying the book was not taking itself seriously enough. They felt the book was just a big joke. Well, not any more!" Renée added that "I want to prove that I thirst for blood, just like **Bobbie Chase** said she does!" APRIL FOOL!

ITEM! Let's all have a big hand for Publisher's Assistant Coordinator **Kevin Tang**, who as we all know, was the big winner last Halloween in the Limbo and Human Snake competitions. Kevin recently took a position in the Sales Department, serving as Assistant to **Skip Dietz**. Also, our old buddy **Dan Slott** (who was last seen filling in as **Ralph Macchio's** assistant) is back, now serving as Marvel's one-man Art Return Department. Congratulations, you guys. Now, pack your bags! You're both fired! Get out of here! APRIL FOOL!

ITEM! The Marvel staff was treated to a surprise visit the other day from funnyman

Bob Hope. Bob says he's always been a big fan of Mighty Marvel, and had always wanted to do a show in the Marvel offices. So much to the delight of everyone, Bob rigged up a makeshift stage and performed an impromptu show. Bob quipped, "I did a show at DC the other week, and I gotta tell you, it was a little strange. They made me use a phone booth for a dressing room!" The



whole Marvel staff was delighted by Bob's visit—it was as if we were watching a USO show, or even one of Bob's NBC specials. APRIL FOOL!

ITEM! Well, we're all pleased as punch about the colossal success of the new **TOXIC AVENGER #1!** It's turning out to be the most successful comic of all time! We've sold over five billion copies, more than one for every man, woman, and child on Earth! Naturally we'll be reprinting **TOXIE #1** in as many formats as possible. We're planning new printings with green, gold, and blue covers, and—here's the part we're really excited about—we'll be printing one issue using actual toxic waste! APRIL FOOL!

ITEM! Editor **Mike Rockwitz** stunned the comic world recently when he announced his retirement from comic book editing. Rockwitz will be opening up a White Castle hamburger restaurant in Queens, New York, where he plans to spend the rest of his days eating as many of those square

little hamburgers as humanly possible. Mike has always loved White Castle, and feels this is the best way to give back to something that's given so much to him. APRIL FOOL!

ITEM! In a surprise development, it was announced recently that **THE PUNISHER IS ACTUALLY A MUTANT!** This came as a big shock to everyone, until we discovered that his mutant power is the ability to sell lots of comics. Look for our newest title, **X-PUNISHER**, coming soon.



APRIL FOOL!

ITEM! You all know that editor **Don Daley** is a big jogging buff, but here's something that may really raise your eyebrows. Don's next race is a three-mile foot race along the bottom of the ocean! When asked how he plans to train for this aquatic event, Don responded, "I'm going to start holding my breath!" APRIL FOOL!

ITEM! **SLEEPWALKER** is a brand-new title debuting this month, and it's a superhero book with an unusual twist. The comic concerns the adventures of a crimefighter who walks around in his sleep, defeating criminals by accidentally bumping into them! APRIL FOOL! Actually **SLEEPWALKER** is about a man whose dreams summon a crimefighting being from another dimension! It's by **Bob Budiansky** and **Bret Blevins**, and it promises to be the sleeper hit of the year! GROAN!

ITEM! Assistant editor **Suzanne Dell'Orto** finally had her name mentioned on the Bullpen Bulletin Page. APRIL FOOL!

ITEM! We've got lots of other first issues going on sale this month, such as the third **DAMAGE CONTROL** Limited Series (this one by Dwayne MacDuffie and Kyle Baker!), **SAMURAI CAT**, and **CAR WARRIORS!** APRIL FOOL! Those titles aren't really coming out! APRIL FOOL! Yes, they are! We were just kidding! APRIL FOOL! But not really! APRIL FOOL! No, but really they are! We really had you going that time. APRIL FOOL! Not! Ha! By now, you're so confused you won't know if they're coming out or not, so you'll just have to keep haunting your comic shop to find out!



HONEST HYPE HONEST HYPE HONEST HYPE

HONEST HYPE BOX

HYPE HONEST HYPE HONEST HYPE

So many companies have been banging on our door wanting to use our characters on their products, you'd think that half the business world was run by Marvel fans. And with all those companies starting to come out with their great Official Marvel Licensed Products (you know, those nifty things like toys, trading cards, PVC figures, gift items, clothes, bedding—hey, take our word for it, the Nineties is going to be the decade for Marvel merchandise) the phones have been

ringing off the hooks and tons of mail have been coming in from frantic fans wanting to know where in the name of Aunt May's wheatcakes can they get all this stuff?

Well, worry no more, pilgrim! Starting on April 1st the Spencer Gifts store chain is launching what we modestly consider to be the most spectacular Marvel merchandise promotion yet! For one month, each of the 440 Spencer Gifts stores nationwide is

going to be jam-packed with Marvel comics, collectibles, merchandise and more! There'll be personal appearances by your favorite Marvel super heroes and villains and . . . well, we could go on and on, but words can't even begin to describe the fun you'll have seeing for yourself what's inside the Spencer Gifts stores. To find out where the closest Spencer Gifts store is to where you live, call 1-800-762-0419. So check it out—tell 'em Marvel sent you!

Barbie™

IN

Saved by the North Star

THIS IS A
BEAUTIFUL
DAY,
SKIPPER!

IT SURE IS, BARBIE!
BUT WE'VE BEEN HIKING
ALL DAY AND I'M
GETTING TIRED.

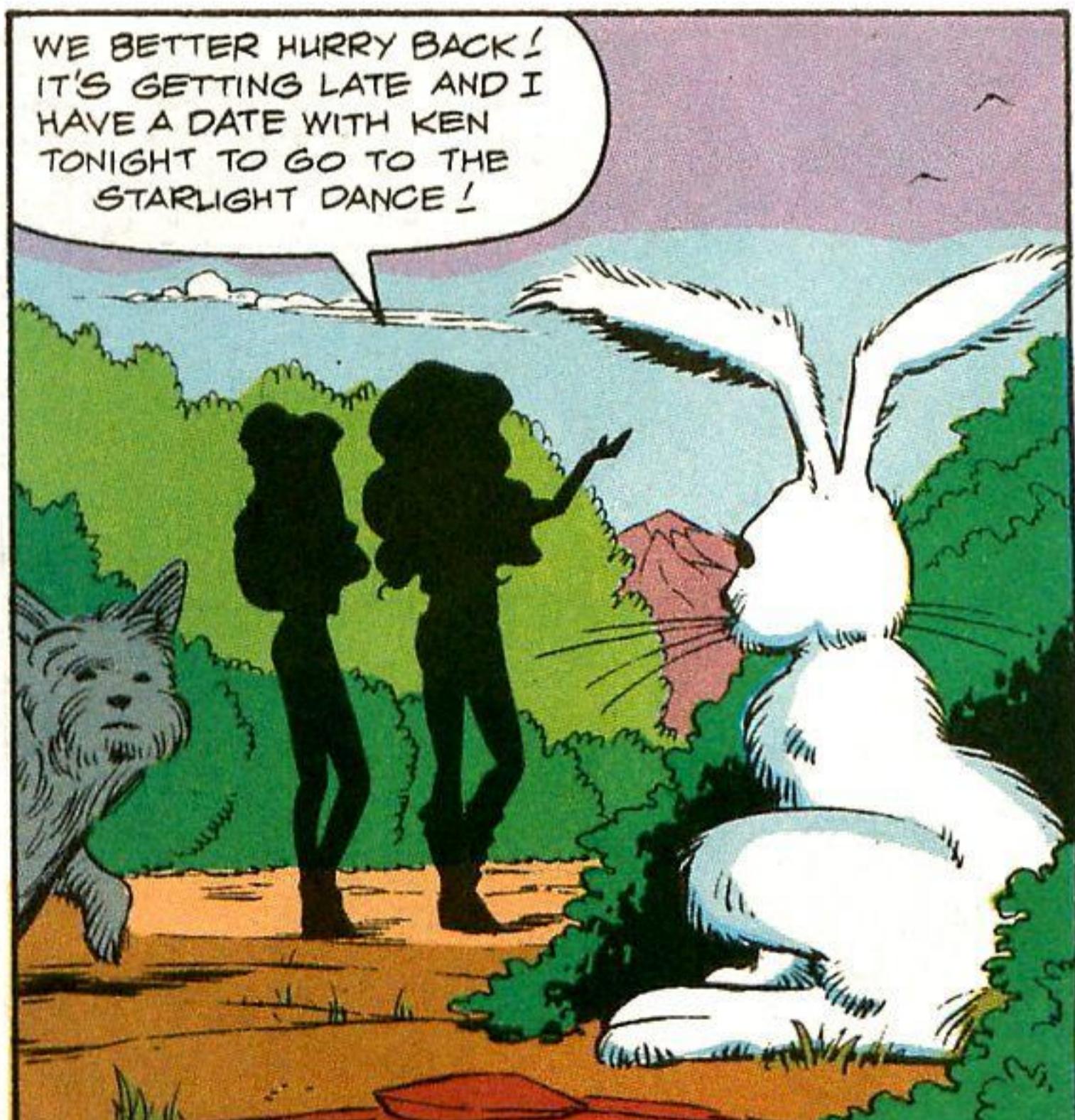
AND WE HAVE
TO RETURN PEPPER
TO YOUR NEIGHBORS!

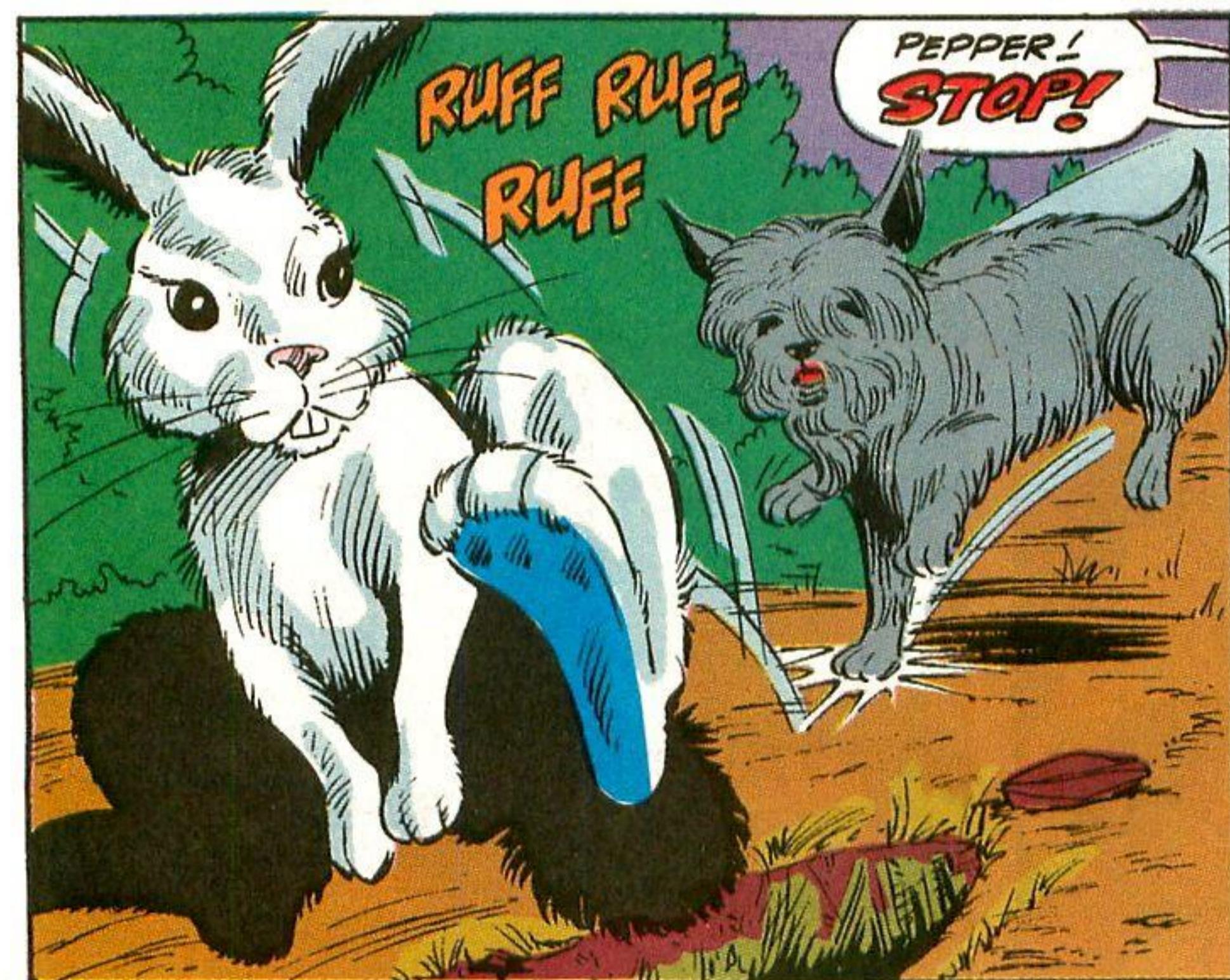
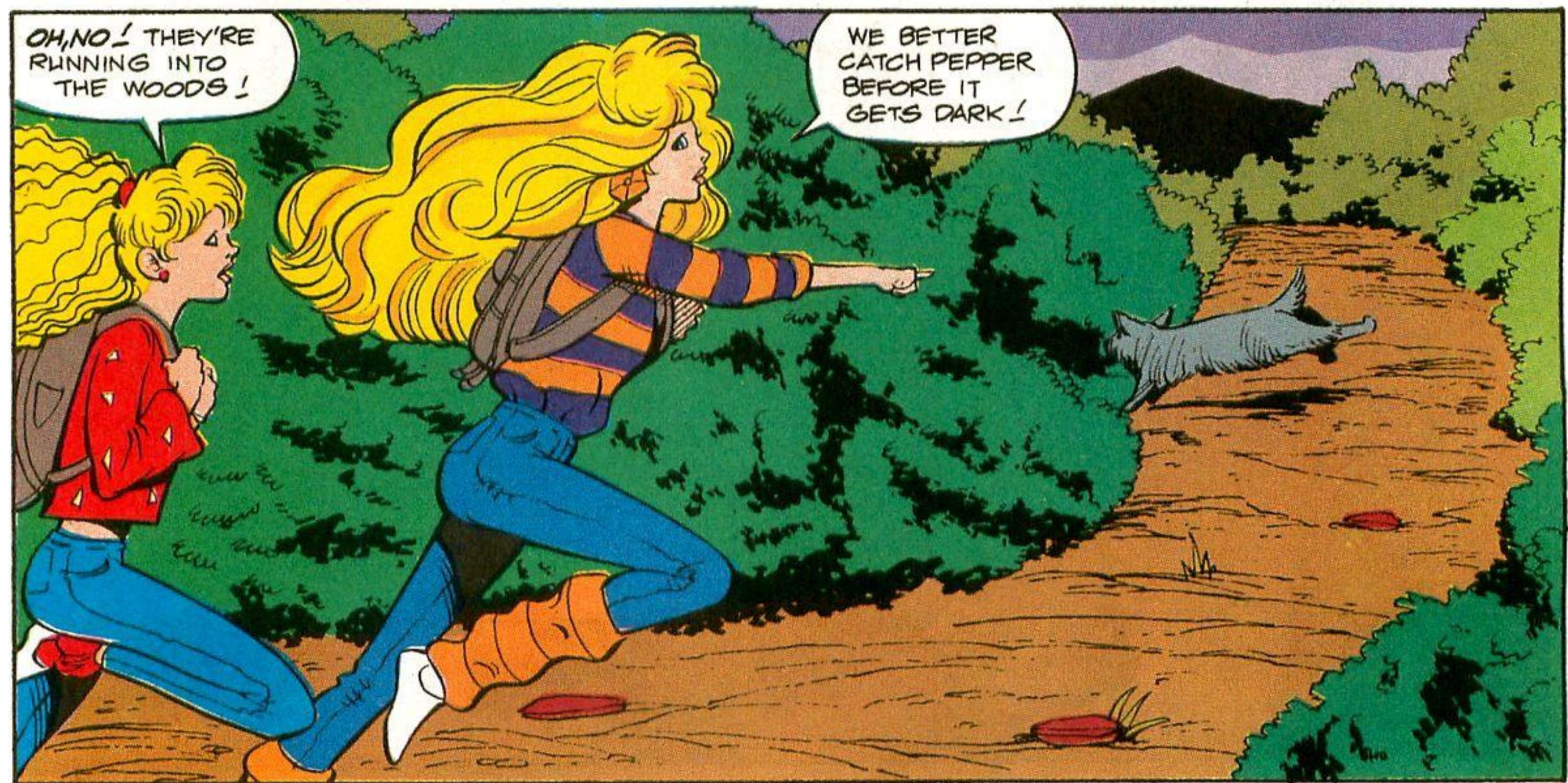
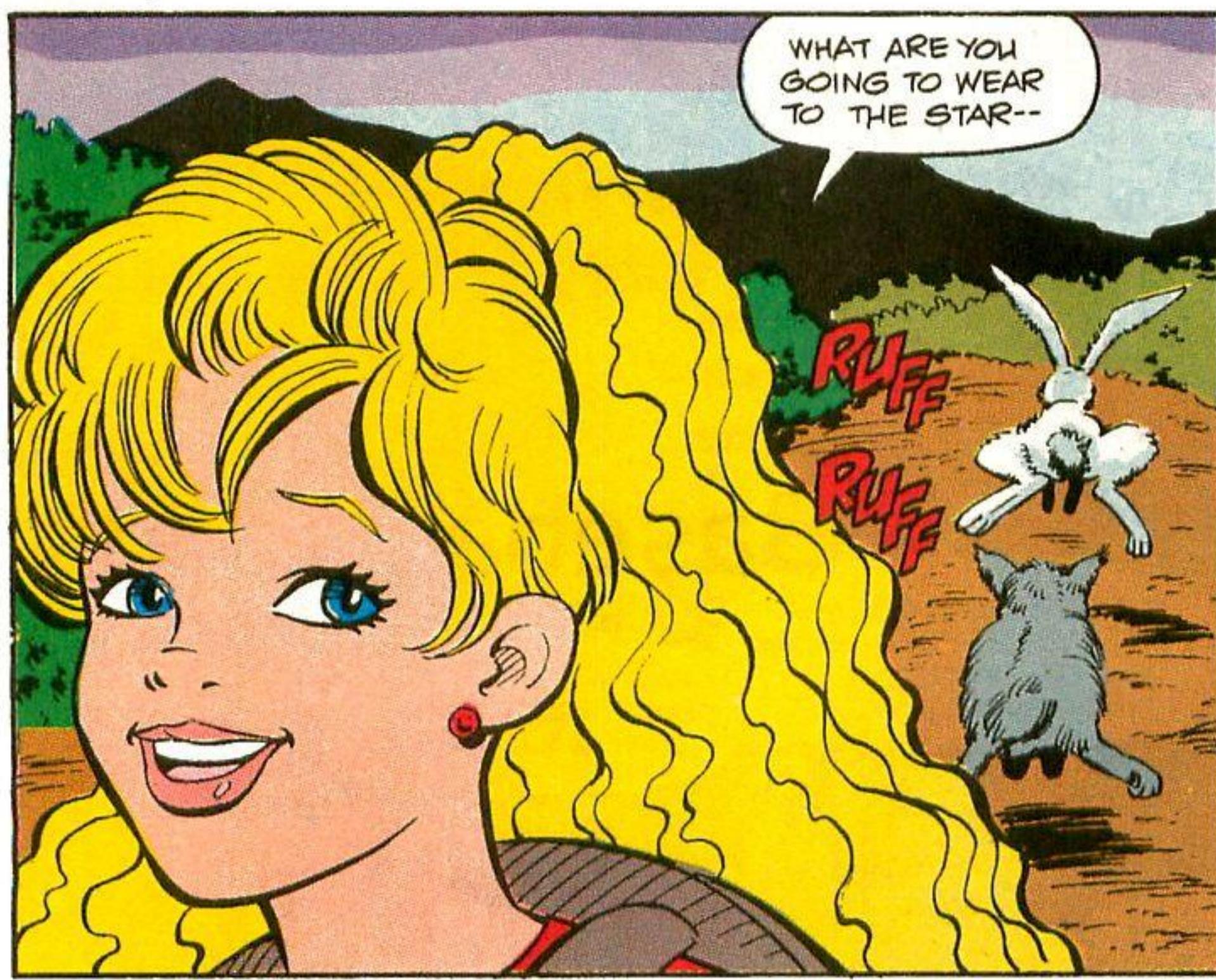
RUFF
RUFF

SLATE • CURTIS • ALBRECHT

OH, MY GOODNESS!
LOOK AT THE TIME!

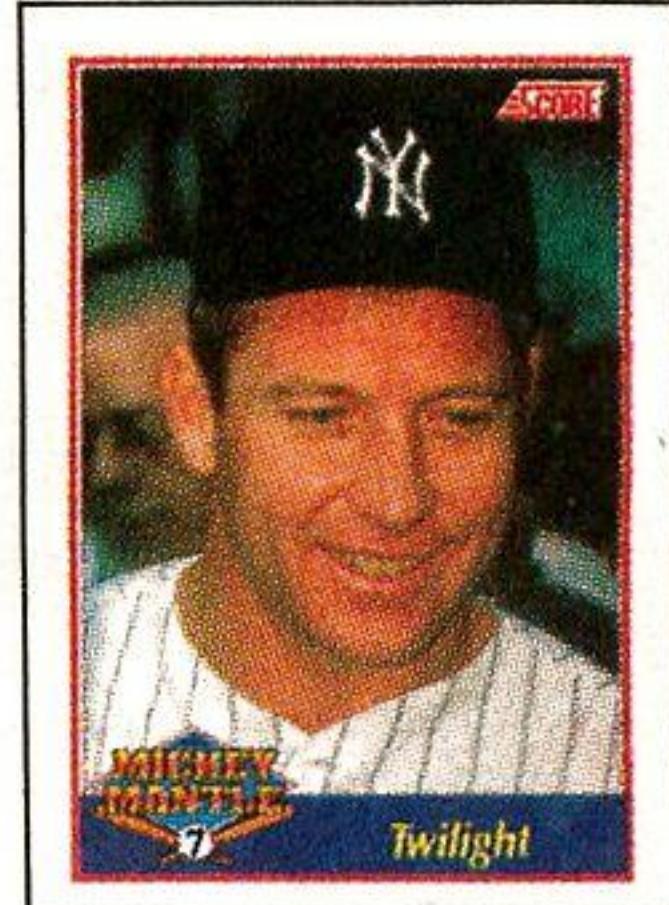
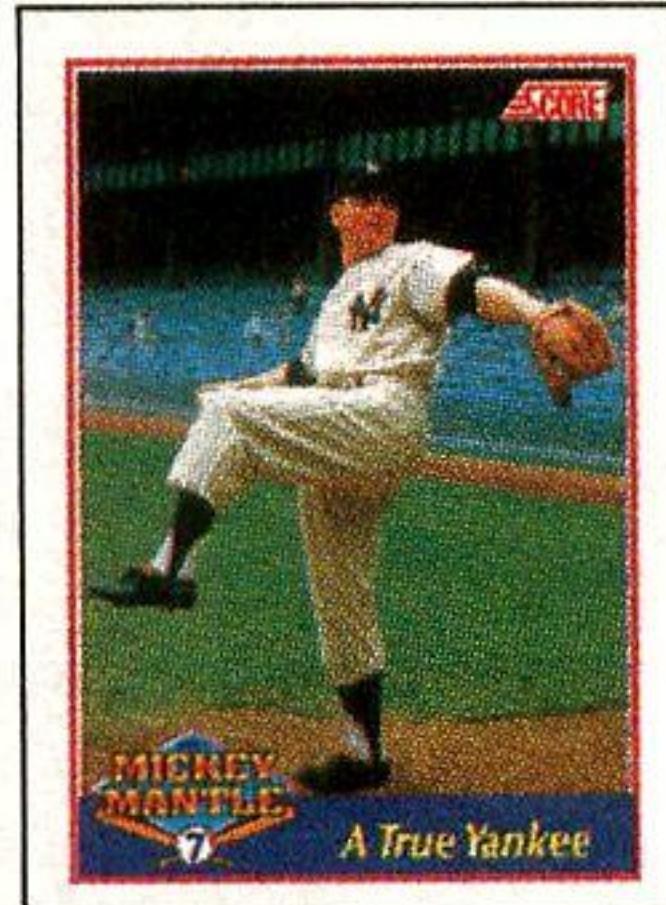
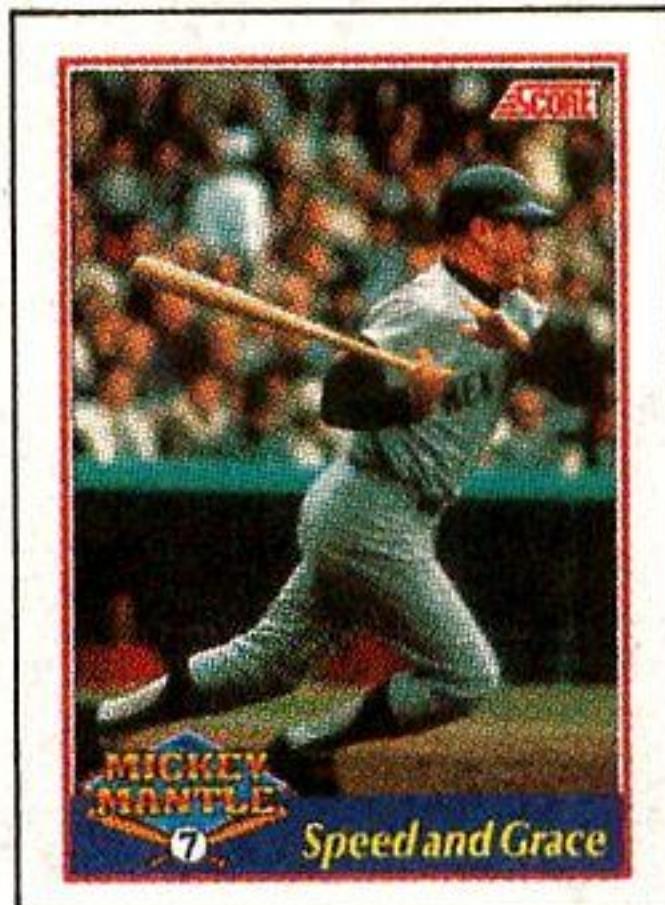
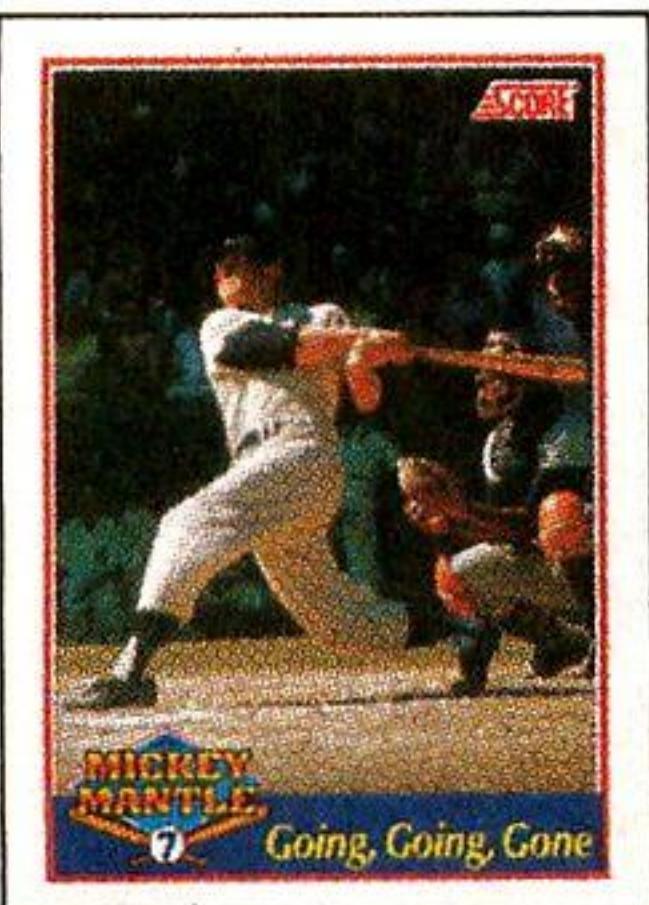
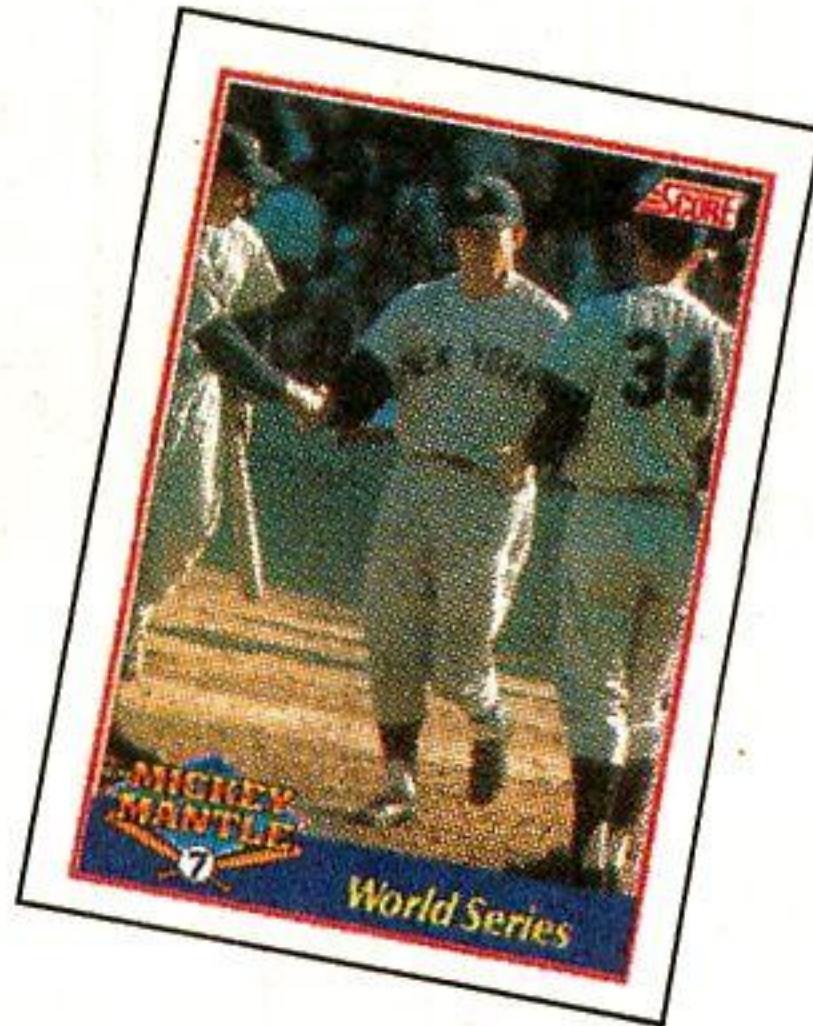
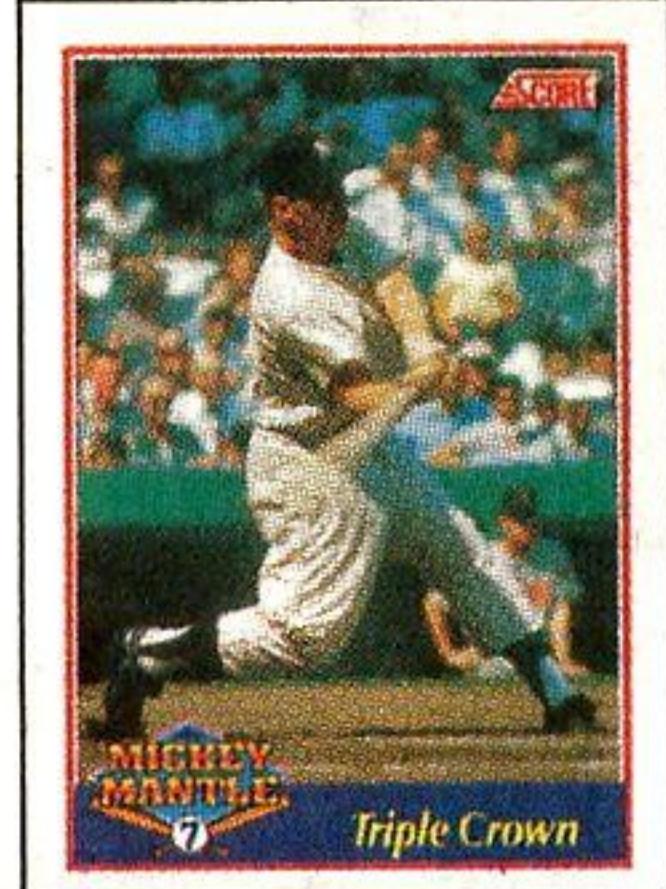
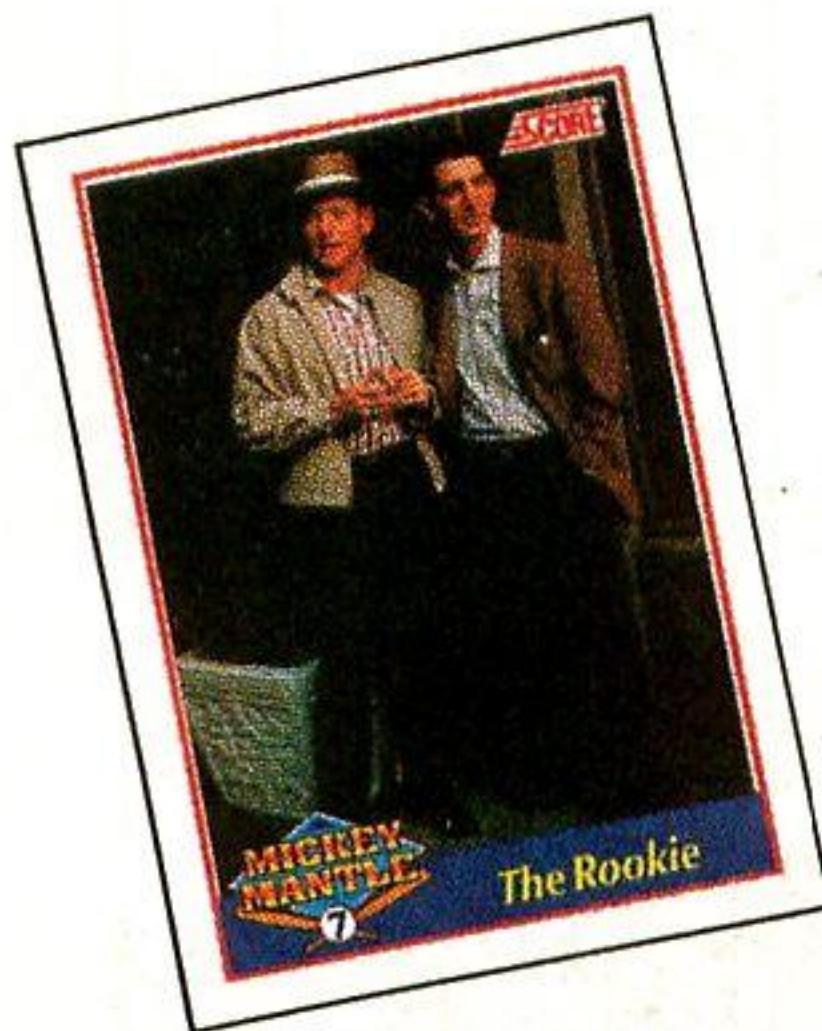
WE BETTER HURRY BACK!
IT'S GETTING LATE AND I
HAVE A DATE WITH KEN
TONIGHT TO GO TO THE
STARLIGHT DANCE!





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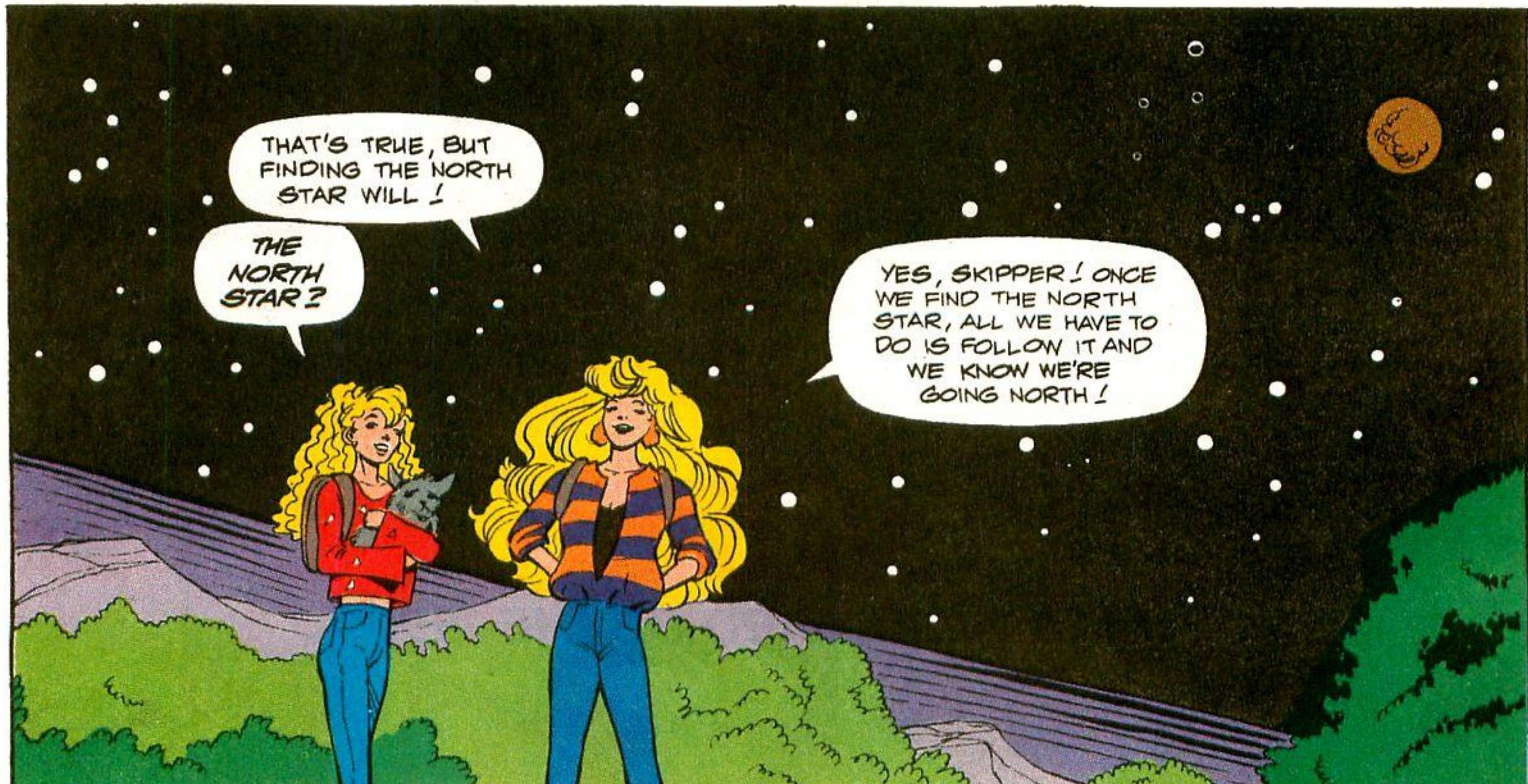
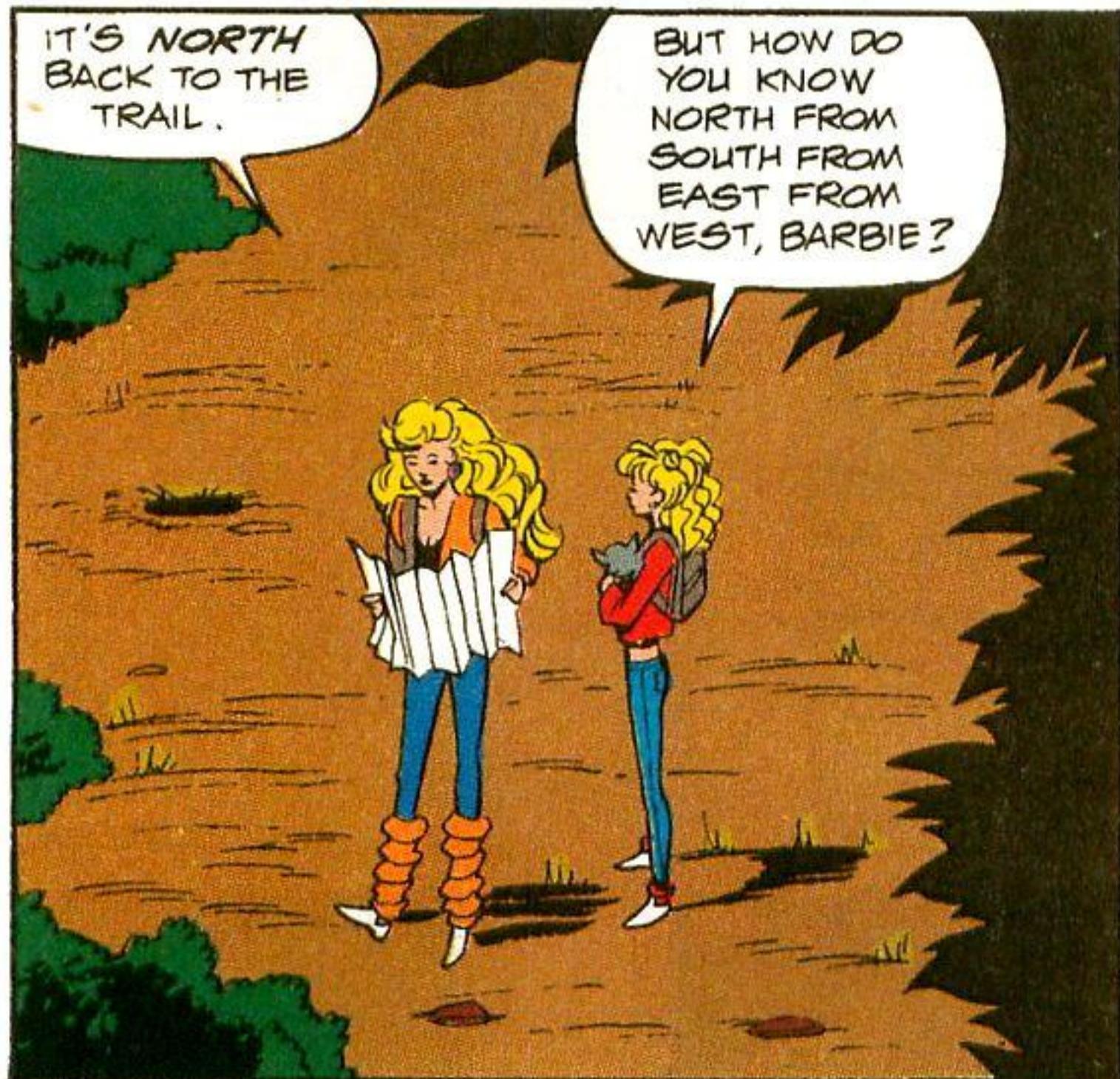
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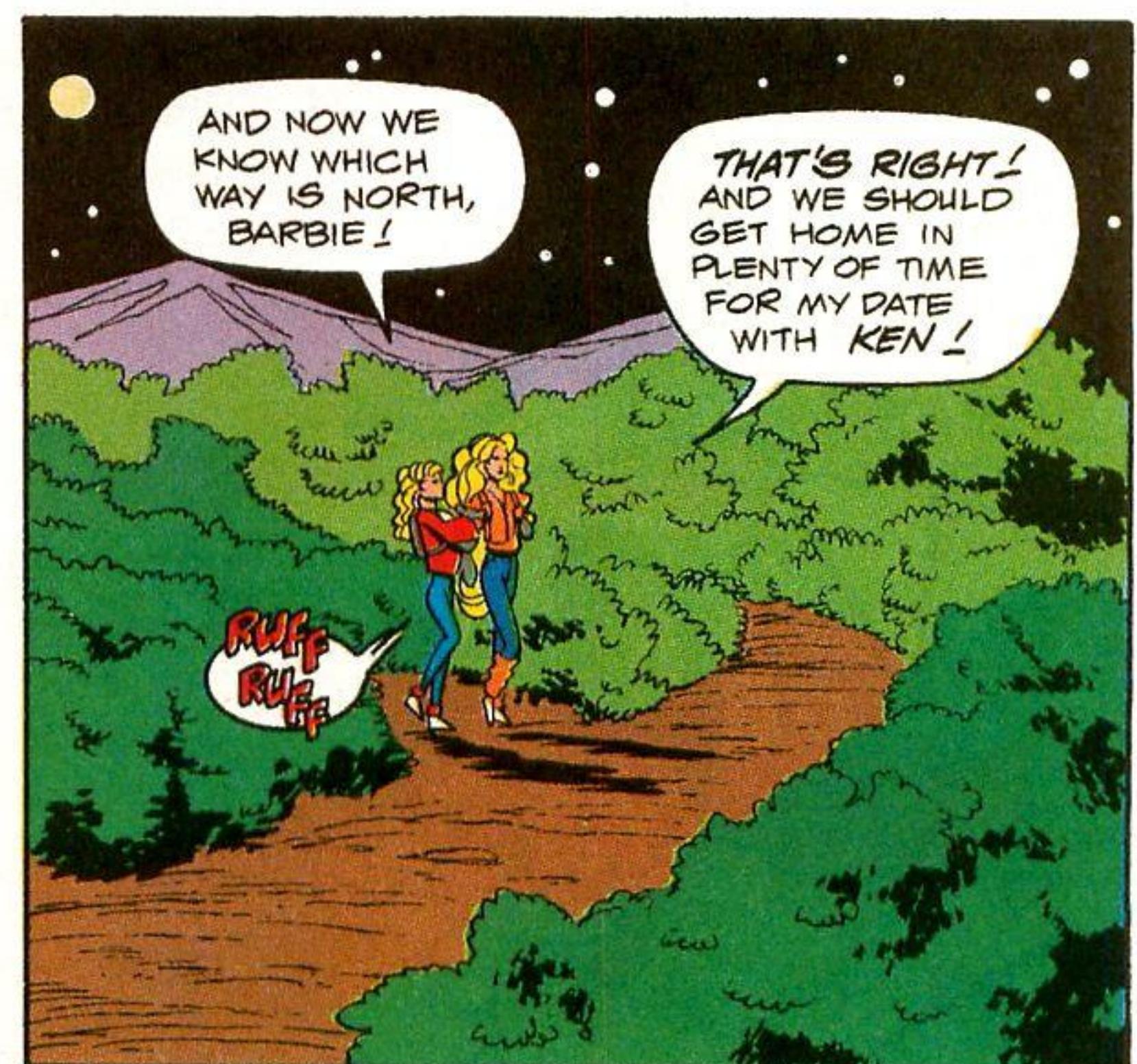
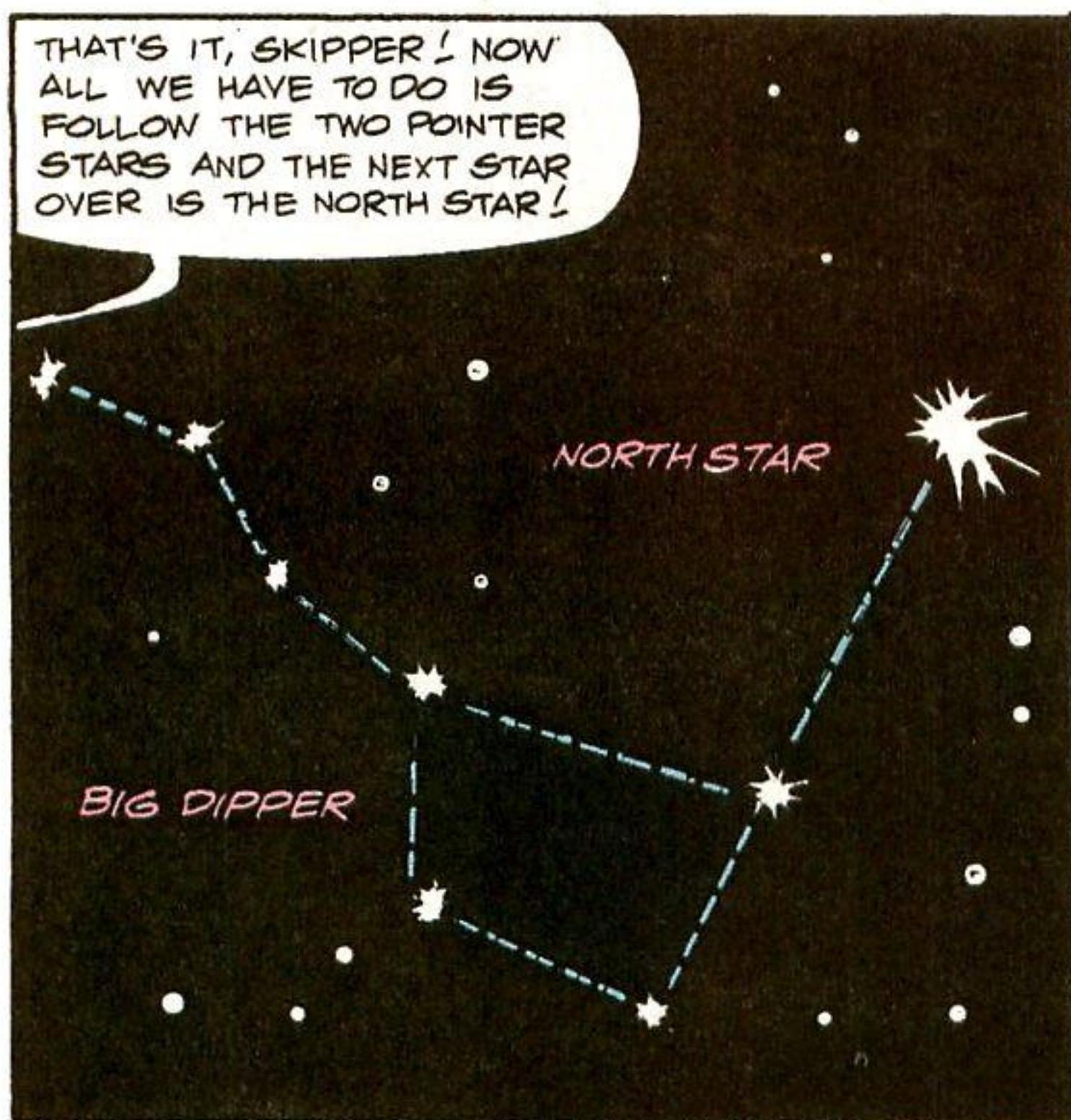
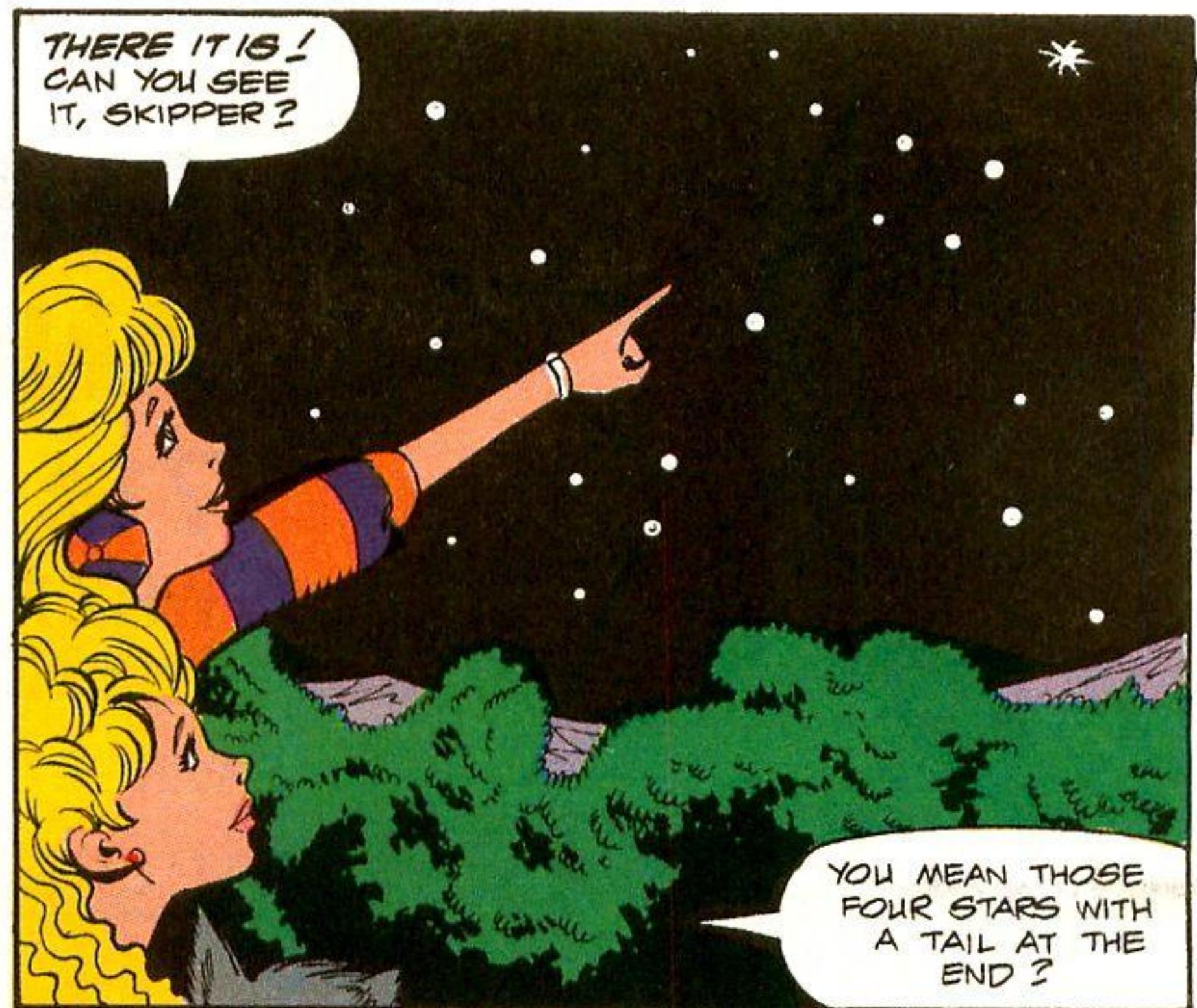


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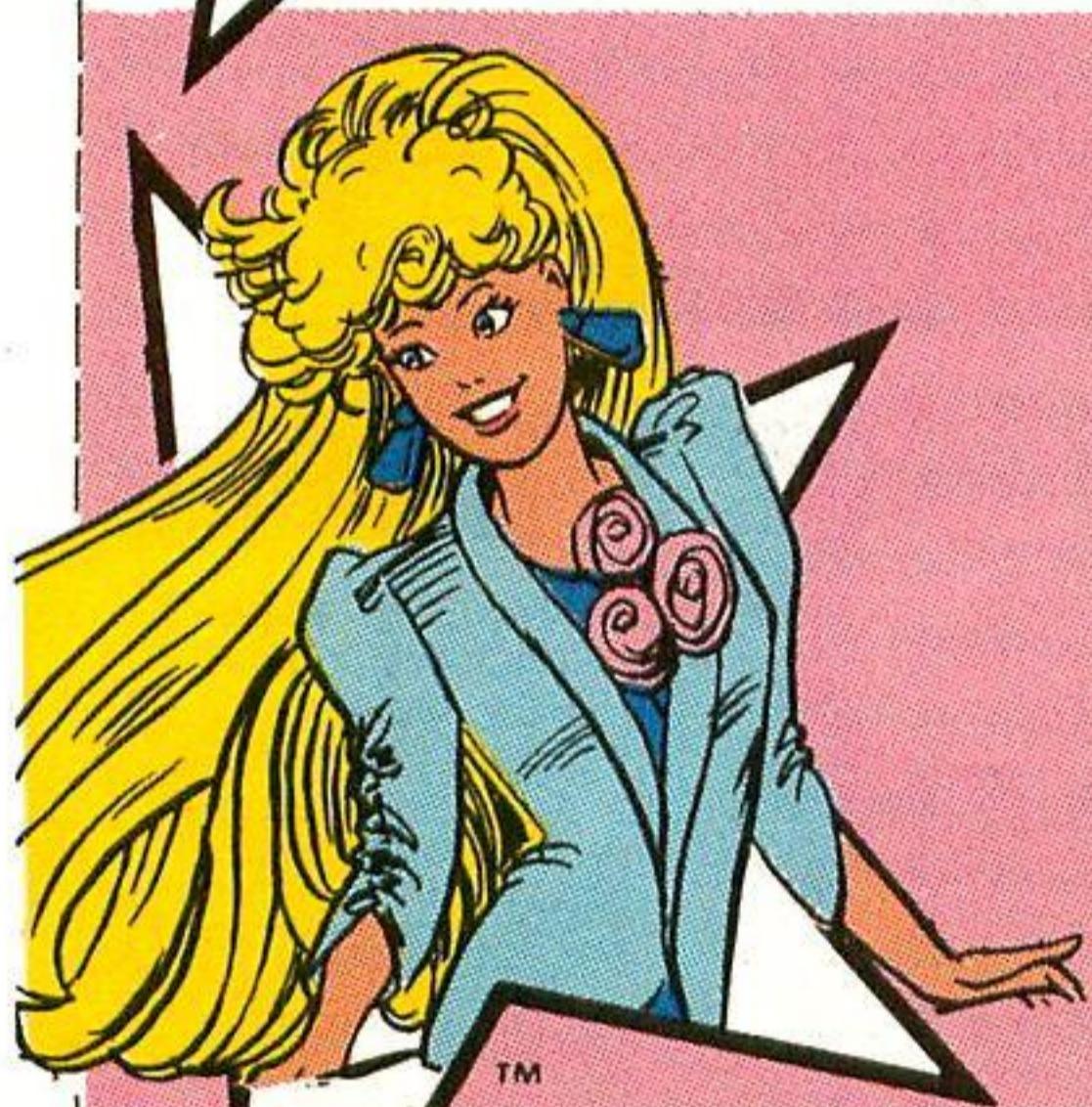








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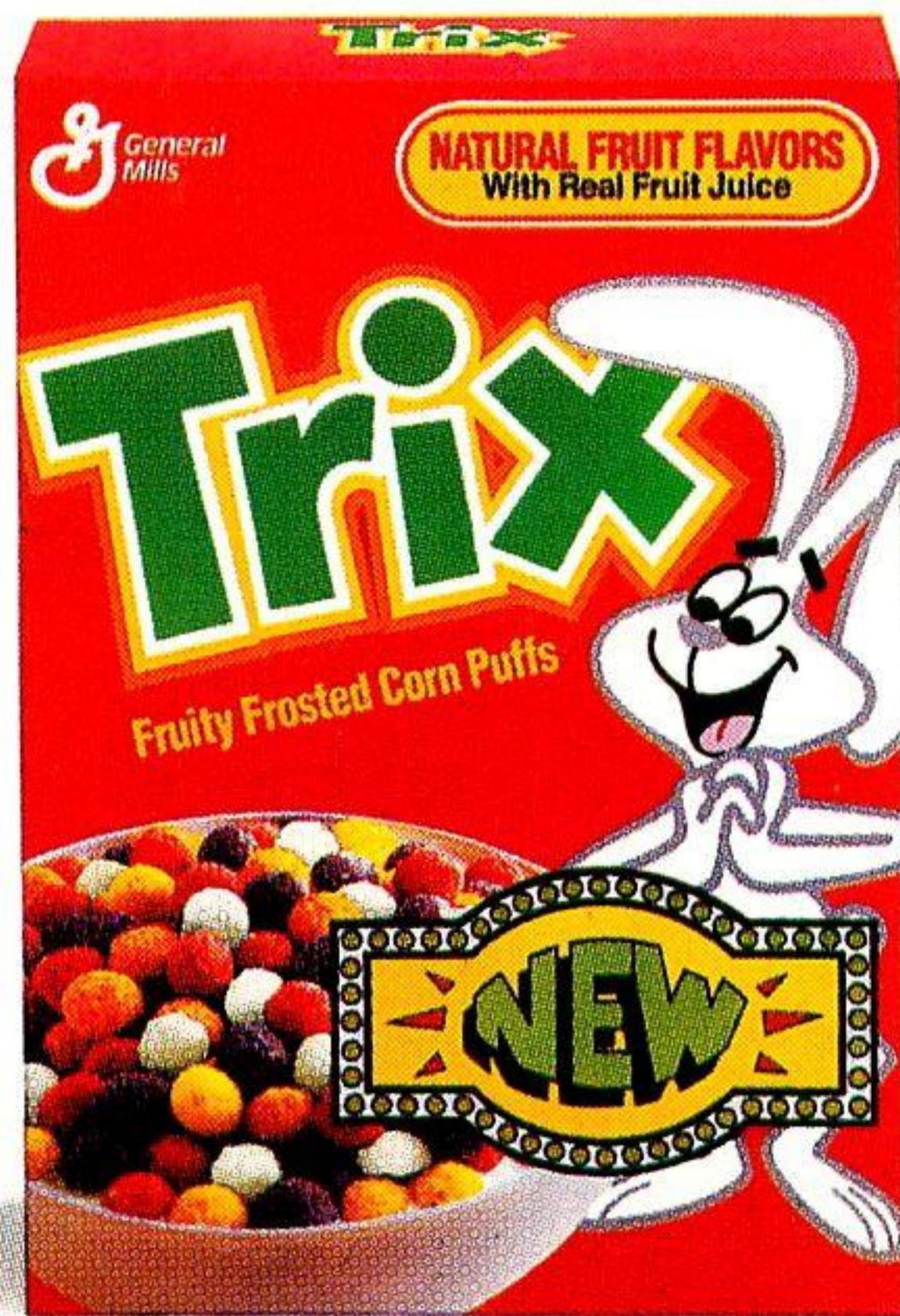
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ORANGY ORANGE
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RASPBERRY RED
L ... G ... ?**

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